

CORPORATE INFORMATION

Board of Directors:

Sunil Kumar Shrivastava, Managing Director

Ravishankar Subramanian Padi, Director

Sushil Kumar Jain, Director

Rita Gupta, Director

Vikas Agarwal, Director

Sashi Sekhar Mishra, Director

Chief Financial Officer	Suresh Chand Sharma
Company Secretary	Naina Luthra
Auditors	PURUSHOTHAMAN BHUTANI & CO
Banker	ICICI Bank, 9A, Philips, CP, New Delhi-110001
Registered Office	806, Siddharth 96, Nehru Place, New Delhi-110 019
Registrar & Share transfer Agents	M/s. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Listed at	Bombay Stock Exchange Ltd., Mumbai

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DIRECTOR'S REPORT

To the Members,
Universal Office Automation Limited

The Directors of your Company have immense pleasure in presenting the 28th Annual Report together with the Financial Statements for the financial year ended 31st March, 2020.

1. Financial Highlights

Particulars	Financial Year Ended March 31, 2020	Financial Year Ended March 31, 2019
Sales & other income	43.43	280.62
Profit / (Loss) before Interest, depreciation & Tax	14.41	228.02
Depreciation	0.00	0.09
Finance charges	0.00	0
Profit/ (Loss) Before Exceptional Items	14.41	227.93
Exceptional items	0.00	(0.15)
Profit/ (Loss) Before Tax	14.41	228.08
Tax Expense	8.68	61.24
Profit/ (Loss) After Tax	5.73	166.84

2. Dividend

With an object to conserve liquidity and strengthen the working capital base, the Board of Directors of the Company does not recommend any dividend for the financial year ended 31st March, 2020.

3. Brief Description Of The Company's Working /Operations During The Year

The other income of the Company was Rs. 43.43 Lakhs as against Rs. 280.62 Lakhs in the previous year. The profit for the year ended 31st March, 2020 was Rs. 5.73 Lakhs as against net profit of Rs. 166.84 Lakhs during the previous year.

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

4. Reserves & Surplus

In view of the working capital requirements as well as financial position of the company, no amount was transferred to reserves during the year 2019 -20.

5. Change In The Nature Of Business, If Any

There has been no change in the nature of business of the Company since the last annual report.

6. Material Changes And Commitments, If Any, Affecting The Financial Position Of The Company Which Have Occurred During The Year

During the period between the close of financial year and date of report, there were no material changes and commitments that affects the financial position of the Company.

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

8. 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.

9. Details Of Subsidiary /Joint Venture /Associate Companies

The details as required under this section are as follows:

Holding Company: HCL Corporation Private Limited

Subsidiary Company: NIL

10. Deposits

As on 31st March, 2020, neither the company has accepted any fixed deposit nor there is any unclaimed deposit.

11. Auditor And Auditors' Report

M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) were appointed as Auditors of the company at the 25th Annual General Meeting held on 19.09.2017 to hold office from the conclusion of 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting to be held in the year 2022. Further, w. e .f. May 7, 2018 the requirement to ratify aforesaid appointment at every Annual General Meeting was removed vide section 40 of the Companies (Amendment) Act, 2017.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

• Internal Auditors

The Board of Directors on the recommendation of the Audit Committee has appointed Mr. Sumit Garg (M No. 521108), a qualified Chartered Accountant as the Internal Auditor of the Company for conducting the audit during the financial year 2019- 20.

• Secretarial Auditor

The Board has appointed M/s Mehak Gupta (ICSI Membership No ACS 38897) to conduct Secretarial Audit for the year 2019 - 20. The Secretarial Audit for the financial year 2019 - 20 ended on March 31, 2020 is annexed herewith as Annexure "B". The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

12. Share Capital: There was no change in the share capital of the Company during the year.

- a. Issue of equity Shares with differential rights - NIL
- b. Issue of sweat equity shares - NIL
- c. Issue of employee stock option – NIL
- d. Provisions of moneys by company for purchase of its own shares - NIL

13. Extract Of Annual Return

In accordance with the provisions of section 92 (3) the extract of Annual Return in Form MGT-9 is attached herewith this report as Annexure-C. The same is also available on the website of the Company and can be viewed on www.uniofficeautomation.com.

14. Corporate Social Responsibility

The net profit of the Company for the financial year ended March 31, 2018 exceeded the threshold limit of Rs. 5 Crore as prescribed under Section 135 of Companies Act, 2013. Accordingly, the board of directors constituted the CSR Committee on October 25, 2018 comprising the following Directors:

1. Ms Rita Gupta, Chairperson
2. Mr Sunil Kumar Shrivastava, Member
3. Mr Vikas Agarwal, Member

Since the profit during the immediately preceding year i.e. financial year ended on March 31, 2019 does not exceed the prescribed limits of Rs 5 Cr under the provisions of section 135 of the Companies Act, 2013 no expenditure was made towards Corporate Social Responsibility during the financial year ended March 31, 2020 and hence not reported.

15. Directors & Key Managerial Personnel

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 who are liable to retire by rotation, shall retire from office at every annual general meeting. The retiring director may however offer themselves for re – appointment, if eligible. Accordingly, Mr. Sunil Kumar Shrivastava (DIN 00259961) shall retire by rotation at the ensuing Annual General Meeting and being eligible has consented for re-appointment pursuant to the provisions of Companies Act, 2013.

B. Changes during the year: There were no change in the composition of the board of directors or key managerial personnel during the year under review.

During the year under review designation of directors was changed as specified herein below:

- **Managing Directors**

Ms Rita Gupta (DIN 00899240), resigned from the position of Managing Director of the Company. Mr Sunil Kumar Shrivastava (DIN 00259961) was designated as Managing Director of the company w e f August 12, 2019.

- **Independent Directors**

Approval of members was accorded at the 27th Annual General Meeting to re appoint Mr Ravishankar Subramanian Padi (DIN 00016364) & Mr Sushil Kumar Jain (DIN 00022573), Independent directors of the company for another term of 5 years i.e. to hold office from the conclusion of 27th Annual General meeting till the conclusion of the 32nd Annual General Meeting of the company.

The term of office of Mr Vikas Agarwal, independent director is expiring at the ensuing Annual General Meeting of the company. Accordingly, the board shall recommend to the members re – appointment of independent directors for a further term of five years at the ensuing Annual General Meeting of the company.

C. Formal Annual Evaluation: Pursuant to provisions of the Companies Act, 2013 the Board has carried out formal evaluation of its own performance, the Directors individually and the evaluation of the working of its Audit committee, Nomination & Remuneration committee, and Stakeholder Relationship Committee.

16. Number Of Meetings Of The Board Of Directors

The Board met six times during the financial year 2019 – 20 (i.e. 1st April 2019 to 31st March 2020) the details of the Board meetings are stated in the Corporate Governance report. Further, the gap between any two meetings did not exceed one hundred and twenty days.

17. Audit Committees

In terms of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company constitutes the Audit Committee. The details pertaining to Audit Committee are included in the Corporate Governance Report which forms part of this report.

18. 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 and is annexed to this report as Annexure ii. The Audit Committee comprises of the following members-

Mr. Vikas Agarwal, Chairman

Ms. Rita Gupta, Member (wef 12.08.2019)

Mr Sunil Kumar Shrivastava, Member (upto 12.08.2019)

Mr Ravishankar Subramanian Padi, Member

Mr Sushil Kumar Jain, Member

The above composition of the Audit Committee consists of Independent Directors viz., Mr. Vikas Agarwal, Mr Ravishankar Subramanian Padi & Mr Sushil Kumar Jain who forms the three fourths 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

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

19. 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 "I".

20. Particulars Of Loans, Guarantees Or Investments Under Section 186

There are no loans, guarantees or investments in the company as may be applicable under Section 186 of the Companies Act, 2013.

21. Particulars Of Contracts Or Arrangements With Related Party

There were no contracts / transactions entered by the Company during the financial year under review except that were in the ordinary course of business and on an arm's length basis. During the year under review the Company had not entered into any contracts /arrangements/transactions with related parties and 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 the Board may be accessed on the Company's website www.uniofficeautomation.com

22. Managerial Remuneration

During the year under review, no managerial remuneration was paid.

23. Independent Directors Declaration

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that they were meeting the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

24. Independent Director's Meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25 (3) of the SEBI Listing Regulations, 2015 the independent directors held their separate meeting on 3rd January, 2020.

Without the attendance of non-independent directors and members of management, inter alia, the independent directors discussed the following:

- i. Review the performance of non-independent directors and the board as a whole;
- ii. Review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company
- iv. Management and the board that is necessary for the Board to effectively and reasonably perform their duties; and
- v. Review the responsibility of independent directors with regards to internal financial controls.

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 as Annexure “A” hereto as part of Annual Report.

The requisite certificate from the Auditors’ of the Company confirming compliance with the conditions of corporate governance is attached as “Annexure D” 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, the Company has laid down Risk Management Policy to inform Board Members about the risk assessment and minimization procedures.

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) Regulations, 2015, the management’s discussion and analysis is not applicable on the Company.

28. Directors’ Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- i. In the preparation of the Annual Accounts for the financial year ended at 31st March, 2020; the applicable accounting standards have been followed along with proper explanation relating to material departure (if any);
- ii. Appropriate accounting policies have been selected and applied consistently and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the Profit of the Company for the said period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. In view of expected future business, the annual accounts for the financial year ended on 31st March, 2020 have been prepared on a going concern basis;
- v. The internal financial controls were followed by the Company and that internal financial controls are adequate and were operating effectively; and
- vi. Proper systems were devised to ensure compliance with the provision of all applicable laws and the systems were adequate and operating effectively.

29. Secretarial Standards

The Company complies with all applicable secretarial standards.

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. Details In Respect Of Frauds Reported By Auditors Under Sub-Section (12) Of Section 143 Other Than Those Which Are Reportable To The Central Government

The Statutory Auditors have not reported any incident of fraud by the officers or employees of the Company for the financial year under review.

34. Maintenance of Cost Records

The maintenance of cost records as specified by Central Government under Section 148(1) of Companies Act, 2013 is not applicable to the Company.

35. Disclosure Under Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

In view of inadequate number of employees in the Company, the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not constituted.

36. Acknowledgement

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

For Universal Office Automation Limited

24th June, 2020
Noida

Sunil Kumar Shrivastava
Managing Director
DIN: 00259961

Sashi Sekhar Mishra
Director
DIN: 03072330

REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The code of governance is based on the principles of ethics, integrity, objectivity, transparency, equity, accountability & commitment. The board of the company is committed to uphold highest standards of corporate governance. The Company's management also believes that by abiding by the code of corporate governance & providing a fair, transparent and ensure equitable treatment to all the stakeholders like shareholders, creditors, financiers and others can facilitate to achieve the goals of the Company. The company has adopted a Code of Conduct for its Directors & employees and also framed a code of conduct to regulate, monitor & report trading by insiders. The Company is committed to maintain the highest standards of Corporate Governance at all times.

2. BOARD OF DIRECTORS

- (i) As on 31st March, 2020 the Board of the Company consists of 6 Directors out of which one is Executive and three are non - executive / independent Directors and two non - executive / non independent.
- (ii) Structure of Board of Directors:

Sl. No	Name	Category of Director
i.	Mr. Sunil Kumar Shrivastava	Executive; Non Independent
ii.	Mr Ravishankar Subramanian Padi	Independent & Non Executive
iii.	Mr. Sushil Kumar Jain	Independent & Non Executive
iv.	Mr. Vikas Agarwal	Independent & Non Executive
v.	Ms. Rita Gupta	Non-Independent & Non Executive
vi.	Mr. Sashi Sekhar Mishra	Non -Independent & Non Executive

In terms of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 as amended from time to time (hereinafter referred as the 'SEBI LODR') none of the Directors is a director in more than eight listed companies or 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 seven listed companies. The Managing Director is not Independent Director in more than three listed Companies.

In accordance with the provisions of the Companies Act, 2013 Mr Sushil Kumar Jain & Mr Ravi Shankar Subramanian Padi, Independent Directors of the Company were appointed at the 22nd Annual General Meeting of the company held on 22.09.2014 for a period of five years to hold office till the conclusion of the 27th Annual General meeting. The members of the company passed a special resolution at the 27th AGM held on 25.09.2019 for re-appointing them for another term of 5 years i.e. up to the conclusion of 32nd AGM of the company. The Company issued a formal letter of re – appointment.

Mr Vikas Agarwal was appointed as Independent Director at the 23rd Annual General Meeting of the company held on 10.10.2015 to hold office till the conclusion of the ensuing Annual General meeting of the company.

(iii) Board Meetings

There were six Board Meetings during the year (1st April 2019 to 31st March, 2020) i.e. 12th April 2019, 22nd May 2019, 12th August 2019, 12th November 2019, 24th January 2020 and 10th February 2020.

The gap between any two meetings did not exceed four months as stipulated under Regulation 17(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the attendance of the Directors at Board meeting of the company held during the year along with tabular information on details of positions held in other companies is given below.

Other companies do not include alternate directorships, directorships of private limited companies/ section 8 companies / foreign companies.

Name of the director	No. of Board Meetings attended	Whether attended last AGM held on 25.09.2019	No. of Directorships in other public companies *		No. of Committee positions held in other public companies*		Name & Designation in other listed companies
			Chair person	Member	Chair person	Member	
Mr. Sushil Kumar Jain	6	Yes	-	-	-	-	NA
Mr. Ravishankar Subramanian Padi	1	No	-	1	-	4	Non-Executive Director, International Data Management Ltd
Ms. Rita Gupta	6	Yes	-	6	-	-	Women Director, International Data Management Ltd
Mr. Vikas Agarwal	6	Yes	-	4	-	2	NA
Mr. Sunil Kumar Shrivastava	6	Yes	-	6	-	6	Non -Executive Director, International Data Management Ltd
Mr. Sashi Sekhar Mishra	6	Yes	-	6	-	-	Executive Director, International Data Management Ltd

*The number of committees in which the director holds membership / chairmanship does not include membership in committees in the company and in that of private limited or Section 8 Companies, however membership / chairmanship in committees of unlisted & listed public companies is included.

(iv) **Board Procedures:**

The company has adopted a code of conduct for its Board members, employees, KMPs. They have been updated with the requisite information as mandated by the SEBI LODR. 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. None of the directors are related to each other.

Members of the committees of the Board are within the permissible limits as prescribed under the SEBI LODR. The directors have provided to the board necessary disclosures regarding committee/ board positions in other companies.

The number of directorship position of each of the directors does not exceed the prescribed limits under the provisions of Regulation 17 A.

Further, certificate from Mehak Gupta & Associates, practicing Company Secretary was received certifying that the directors of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

(v) Meeting of Independent Directors:

The meeting of independent Directors was held on 3rd January, 2020 to discuss, inter – alia:

- a) The performance of Non Independent Directors and the Board as a whole
- b) The performance of Managing Director
- c) 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.

(vi) Familiarization program for Independent Directors:

Independent Directors of the Company were made aware of their role, rights and responsibilities and also the terms & conditions of their appointment. Details of the program are available at the website of the company and can be accessed at www.uniofficeautomation.com

- (vii) None of the Executive / Non – Executive Directors has any material pecuniary relationship or transactions with the Company. No equity shares / convertible securities are held by any of the non - executive directors of the Company.
- (viii) Necessary information as mentioned in under SEBI LODR has been placed before the Board for their consideration.
- (ix) The board has identified a list of core skills/expertise/competencies required in the context of its business (es) and sector(s) for it to function effectively as mentioned herein below.

	Sunil Kumar Shrivastava	Sashi Sekhar Mishra	Ravishankar Subramanian Padi	Rita Gupta	Vikas Agarwal	Sushil Kumar Jain
Ethical Standards, Integrity & Leadership	Y	Y	Y	Y	-	Y
Market Scenario & capitulations opportunities	Y	Y	Y	Y	Y	-
Strategy Management & Stewardship	Y	-	Y	Y	Y	Y
Finance, Legal, Compliance & Corporate Governance	Y	Y	Y	Y	Y	Y

- (x) The Board has received confirmation from the Independent Directors & the Board is of the opinion that they meet the criteria of independence as suggested under Section 149 of the Companies as well as the SEBI LODR and that they are independent of the management of the company.

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

Mr. Sunil Kumar Shrivastava (DIN:00259961): Having rich experience in corporate laws, corporate secretarial, Mr Sunil manages the overall operations & compliances of the company. He holds a degree in MBA & LLB. He has successfully contributed towards the objectives of the company for over thirty years.

Mr. Sashi Sekhar Mishra (DIN 03072330): Mr Mishra is a Commerce and Law Graduate; he holds experience of approx. twenty years in the area of Finance & Accounts. His valuable knowledge is one of the foundations for the company's going concern.

Mr. Ravishankar Subramanian Padi (DIN 00016364): Mr Padi holds a degree in Commerce. He has enriched the company with his varied experience Finance and Accounts for about forty years. He has been instrumental to the company's internal audit function & risk management controls.

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

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. Vikas Agarwal (DIN 07306627): An 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 is constituted in accordance with the provisions of Regulation 18 of the SEBI LODR as well as the provisions of Section 177 of the Companies Act, 2013 as amended from time to time. 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 as prescribed under the SEBI LODR and Section 177 of the Companies Act, 2013. 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 during the year 2019 -20 are as follows:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal	ID / Non - Executive	Chairman	4	4
Mr. Sushil Kumar Jain	ID / Non - Executive	Member	4	4
Mr. Ravishankar Subramanian Padi	ID / Non - Executive	Member	4	0
Mr Sunil Kumar Shrivastava	Executive Director	Member	2	2
Ms. Rita Gupta	Non ID / Non -Executive	Member	2	2

The Audit Committee of the company met four times during the financial year 2019 - 20 on the following dates:

10th April 2019, 8th Aug 2019, 11th Nov 2019 and 7th Feb 2020

During the financial year 2019 -20, Ms Rita Gupta was appointed as a member of the Audit committee w. e. f. 12.08.2019. Mr Sunil Kumar Shrivastava resigned from the Committee w e f 12.08.2019. The Audit Committee meetings are attended by members along with internal Auditor and Statutory Auditor of the Company. Minutes of the Committee were circulated to all the members of the Board.

(v) The previous Annual General Meeting of the Company was attended by Mr. Vikas Agarwal, Chairman of the Committee.

(vi) Compensation policy for Executive / Non – Executive Directors: neither remuneration nor sitting fees is paid to the Directors.

4. NOMINATION AND REMUNERATION COMMITTEE

- (i) The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of the SEBI LODR as well as the provisions of Section 178 of the Companies Act, 2013 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is formulation of criteria for evaluation of performance of independent directors and the board of directors, criteria for determining qualifications, positive attributes and independence of a director, framing the policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (iii) The composition, powers, roles and the terms of reference of the Committee are as prescribed under the SEBI LODR and Section 178 of the Companies Act, 2013. All the committee members have reasonable knowledge & expertise of finance and accounting.
- (iv) The Composition of the Nomination and Remuneration Committee and details of meetings attended by its members during the year 2019 - 20 are as follows:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal	ID / Non - Executive	Chairman	4	4
Mr. Sushil Kumar Jain	ID / Non - Executive	Member	4	4
Mr. Ravishankar Subramanian Padi	ID / Non - Executive	Member	4	0
Mr Sunil Kumar Shrivastava	Executive Director	Member	2	2
Ms. Rita Gupta	Non ID / Non -Executive	Member	2	2

The Nomination and Remuneration Committee of the company has met four times during the financial year 2019 - 20 on the following dates:

10th April 2019, 8th Aug 2019, 11th Nov 2019 and 7th Feb 2020

During the financial year 2019 -20, Ms Rita Gupta was appointed as a member of the Audit committee w. e. f. 12.08.2019. Mr Sunil Kumar Shrivastava was resigned from the Committee w e f 12.08.2019. The Nomination and Remuneration Committee meetings was attended by members of the committee. Minutes of the Nomination and Remuneration Committee was circulated to all the members of the board.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

- (i) The Stakeholders Relationship Committee of the Company is constituted in accordance with the provisions of Regulation 20 of the SEBI LODR as well as the provisions of Section 178 of the Companies Act, 2013 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is 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 similar complaints.
- (iii) The composition of the Stakeholders Relationship 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 / Non - Executive	Chairman	4	4
Mr. Sushil Kumar Jain	ID / Non – Executive	Member	4	4
Mr. Ravishankar Subramanian Padi	ID / Non - Executive	Member	4	0
Mr Sunil Kumar Shrivastava	Executive Director	Member	2	2
Ms. Rita Gupta	Non ID / Non -Executive	Member	2	2

The Stakeholder Committee of the company met four times during the financial year 2019 - 20 on the following dates:

10th April 2019, 8th Aug 2019, 11th Nov 2019 and 7th Feb 2020

During the financial year 2019 - 20, Ms. Rita Gupta was appointed as a member of the Audit committee w. e. f. 12.08.2019. Mr Sunil Kumar Shrivastava was removed from the Committee w e f 12.08.2019. The Stakeholder Committee meetings were attended by all members. Minutes of the Committee were circulated to all the members of the Board. The committee is headed by Mr Vikas Agarwal, chairperson of the committee.

(iv) Name, designation and address of Compliance Officer:

Ms. Naina Luthra,
Company Secretary & Compliance Officer
Universal Office Automation Limited
806, Siddharth, 96, Nehru Place, New Delhi - 110019
Tel. No.: 011-26444812, Email: investor@hcl.in

(v) During the year the Company did not receive any complaint from any regulatory authority namely Stock Exchange and SEBI. There were no shares pending for transfer as on 31st March, 2020. There was no complaint which was not solved or pending either at beginning or at the end of the year.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR Committee)

- (i) The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The composition of the CSR Committee and the details of meeting attended by its members are given below:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Ms. Rita Gupta	Non ID / Non executive	Chairperson	1	1
Mr. Sunil Kumar Shrivastava	Executive Director	Member	1	1
Mr. Vikas Agarwal	ID/Non Executive	Member	1	1

The Company Secretary acts as Secretary of the Committee also. Meeting of the CSR Committee was held on February 07, 2020.

7. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2016 – 17	19 th September, 2017	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi- 110010
2017 – 18	25 th September, 2018	3:30 PM	Lok Kala Manch, Lodhi Institutional Area, New Delhi – 110003
2018 – 19	25 th September, 2019	3:30 PM	Lok Kala Manch, Lodhi Institutional Area, New Delhi – 110003

- ii) Postal Ballot: No special resolution was passed through postal ballot during the year 2019 20. There was no special resolution proposed to be conducted through postal ballot.
- iii) Special Resolutions pertaining to re - appointment of Mr Ravishankar Subramanian Padi and Mr Sushil Kumar Jain as Independent Director was passed at the 27th Annual General Meeting held on 25.09.2019

8. 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 other regulatory body on all matters related to capital markets during the last three years. Details of penalties and non -compliance are mentioned in the Disclosure section at the end of the Report.
- 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) Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration Personnel) Rules, 2014, M/s Mehak Gupta & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2019 - 20 i. e. for the period April 01, 2019 to March 31, 2020. The report submitted by Ms. Mehak Gupta, secretarial auditor in Form MR- 3, confirming the compliance with the provisions of the Companies Act 2013, SEBI LODR & various other applicable laws & regulations is annexed with this report as **Annexure “B”**
- vi) In terms of Section 177 of the Companies Act, 2013 and Listing Agreement, the Company has formulated the Whistle Blower Policy /Vigil Mechanism details of which are mentioned in the Board Report. All employees are permitted to approach Mr Vikas Agarwal, Chairman of the Audit Committee for raising concerns / complaints. Further, no issue / concern was reported during the year 2019 20.

9. MEANS OF COMMUNICATION:

- a. At present quarterly / half yearly reports are not being sent to each household of shareholders. In view of travel nationwide lockdown & subsequent restrictions imposed by the Government of India due to the prevailing pandemic conditions in the country Annual Report for the financial year 2019 20 is being sent electronically at the registered email address of the shareholders.
- b. The quarterly / half yearly/ annual accounts results are normally published in the English and Hindi Newspapers i. e. Financial Express & Jansatta respectively. The aforesaid results are also displayed on the website of the company (www.uniofficeautomation.com). The official news release is presently not displayed the website. There was no presentation made to the institutional Investors or to analyst.

9. GENERAL SHAREHOLDERS' INFORMATION:

- (i) Annual General Meeting for the financial year ended on 31st March 2020 is scheduled as follows:

<u>Day & Date</u>	<u>Time</u>	<u>Venue</u>
Tuesday; 15 th December, 2020	2.30 pm	VC / OAVM

- (ii) Financial Calendar (tentative) for the year 2020 – 21

Adoption of Results for the quarter ending 31st March, 2020: 24th June, 2020

Adoption of results for the quarter ending 30th June, 2020: 13th August, 2020

Adoption of results for the quarter ending 30th September, 2020: 10th November, 2020

Adoption of results for the quarter ending 31st December, 2020: 8th February, 2021

Adoption of Audited Results for the financial year ended 31st March, 2021: 27th May, 2021

- (iii) Dates of Book Closure: 12.12.2020 to 15.12.2020 (both days inclusive)
- (iv) Dividend Payment Date Not Applicable (No dividend was recommended by the Board of Directors for the year ended 31.03.2020)
- (v) Listing on Stock Exchanges & Stock Code: Shares of the company are listed on BSE Limited (Scrip Code: 523519). The company has paid the listing fees for the year 2020 - 21.
- (vi) **Market price data:**

Month	Company's Share Price		BSE Index	
	High(Rs.)	Low (Rs.)	High	Low
April, 2019	1.35	1.2	39487.45	38460.25
May, 2019	1.9	1.32	40124.96	36956.1
June, 2019	1.5	1.25	40312.07	38870.96
July, 2019	1.86	1.25	40032.41	37128.26
August, 2019	1.77	1.16	37807.55	36102.35
September, 2019	1.21	0.89	39441.12	35987.8
October, 2019	0.97	0.76	40392.22	37415.83
November, 2019	0.9	0.73	41163.79	40014.23
December, 2019	1.34	0.94	41809.96	40135.37
January, 2020	1.15	1	42273.87	40476.55
February, 2020	1.05	0.95	41709.3	38219.97
March, 2020	0.99	0.76	39083.17	25638.9

(viii) Registrar and Share Transfer Agents

In accordance with the provisions of Regulation 7 (1) of the SEBI LODR, M/s Skyline Financial Services Private Limited (SEBI Reg. No INR000003241), is appointed as Company's Registrar and Share Transfer Agents with regard to 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, Ist Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020
Tel.: +91 11 26812682 (10 Lines) | Fax: +91 11 26812683

Web:www.skylinerta.com; Email: admin@skylinerta.com

(ix) Share Transfer System:

Transfer of shares in demat / electronic form is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form; except in case of transmission or transposition, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository as mandated vide SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018.

(x) Shareholding pattern as on March 31, 2020

Category	No. of shares	Percentage
Promoters / Promoters Group	9487751	64.75
Public	5164935	35.25
Mutual Funds/ UTI	3,382	0.02
Financial Institutions /Banks	63,632	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	879956	6.01
Individual & HUF	4214144	28.76
NRI / OCBs	3821	0.03

Share or Debenture holding Nominal Value (in Rupees)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (in Rupees)	% to Total Amount
Up To 5,000	10815	92.78	8590950	5.86
5001 To 10,000	434	3.72	3738330	2.55
10001 To 20,000	182	1.56	2881820	1.97
20001 To 30,000	59	0.51	1549590	1.06
30001 To 40,000	37	0.32	1336160	0.91
40001 To 50,000	30	0.26	1421320	0.97
50001 To 1,00,000	49	0.42	3753280	2.56
1,00,000 and Above	51	0.44	123255410	84.12
Total	11657	100	146526860	100

(xii) Dematerialization of Shares

The shares of the Company are traded in demat form only and are available on both the depositories in India i.e. NSDL & CDSL. As on March 31, 2020 94.42 % equity shares of the Company are held in dematerialized form. The Company's shares are regularly traded on the BSE in electronic form. 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: Presently, there is no manufacturing unit of the company.

(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.
 806, Siddharth, 96, Nehru Place, New Delhi - 110019
 Tel. No.: 011-26444812, Email: investor@hcl.in
 Website: www.uniofficeautomation.com

(xv) List of Credit Ratings - The company did not obtain credit ratings during the relevant financial year, since there were no debt instruments or any fixed deposit program or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

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 listed Companies. Since the company does not fulfill the criteria for top 500 listed companies the aforesaid report is not applicable to the company.

DISCLOSURES:**Related Party Transactions:**

There were no contracts / transactions entered by the Company during the financial year under review except that were in the ordinary course of business and on an arm's length basis. During the year under review the Company had not entered into any contracts /arrangements/transactions with related parties and 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 the Board may be accessed on the Company's website www.uniofficeautomation.com

Disclosures of accounting treatment in preparation of financial statements:

The financial statement of the company is prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Details of non – compliance by the Company:

Details of non - compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years are provided as hereunder:

- *Delay in filing of Investor Complaints under Regulation 13 (3) for the quarter ended December 31, 2018. A penalty of Rs 29,500 was imposed BSE Ltd vide its letter dated February 06, 2019.*
- *Delay in filing of Corporate Governance Report under Regulation 27 (2) for the quarter ended September 30, 2018. A penalty of Rs 2360 was levied by BSE Ltd vide its letter dated October 31, 2018.*
- *The BSE Ltd imposed penalty of 1,84,000 vide its letter dated October 31, 2018 for constitution of audit committee under Regulation 18 (1) of the SEBI LODR.*
- *Delay in filing of Corporate Governance Report under Regulation 27 (2) for the quarter ended June 30, 2019. BSE Ltd levied penalty of Rs 2360 vide its letter dated October 31, 2018.*

CEO /CFO certification

The certificate from Mr Suresh Chand Sharma, Chief Finance Officer on the financial statement and cash flow statement for the year ended on March 31, 2020 is placed at the end of the report as Annexure “E”.

Statutory Audit & Fee

M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N), Statutory Auditors have not reported any incident of fraud by the officers or employees of the Company for the financial year under review.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

I, Mehak Gupta, Proprietor of Mehak Gupta & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Universal Office Automation Limited (CIN- L34300DL1991PLC044365) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, 2020 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:

I have examined the books, papers, minute's books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) ('the Act') and the rules made there under;
- (ii) Secretarial Standard 1 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **(Not applicable to the Company during the audit period).**
- (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 (as amended);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended **(Not applicable to the Company during the audit period).**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **(Not applicable to the Company during the audit period).**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **(Not applicable to the Company during the audit period).**
 - (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; - **(Not applicable to the Company during the audit period).**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **(Not applicable to the Company during the audit period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **(Not applicable to the Company during the audit period).**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (vi) I further report that, having regards to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the provisions of Labour Laws, Environmental Laws and other related Industry specific laws to the extent applicable to the Company.

During the audit period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in respect of Non-compliance of certain provisions of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 with respect of the following:

- a) Regulation 27: Delay of one day in submission of Corporate Governance report for the Quarter ended 30th June, 2019 to the stock exchange (Ltd)
- b) Regulation 30: Delay of few minutes in submission of outcome of two board meetings held during the year w.r.t consideration of financial results to BSE
- c) Regulation 31: The entire promoter & promoter group shareholding is not in dematerialised form.

I 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/KMP 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 to all the Directors, 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.

I further report that, based on the review of the compliance reports and the certificates of the Company Executive taken on record by the Board of Directors of the Company, in my opinion 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 the Company is generally regular in filing of e-forms with the Registrar of Companies within the time prescribed under the Act.

I further have to state that:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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 management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mehak Gupta & Associates

Sd/-

Mehak Gupta

Prop.

ACS No.: 38897

C P No.: 15013

UDIN: A038897B000375596

Place: New Delhi

Date: 24.06.2020

NOTE: *Due to adverse impact of global pandemic COVID-19 has resulted into complete nation-wide lockdown. Therefore, our basis of examination for conducting the Secretarial Audit for the financial year 2019-20 was only restricted to the information/documents provided by the Company in the electronic mode. Further, due to the unavoidable adverse circumstances the physical verification/ inspection of the certain specified documents/ policies cannot be carried out and therefore, the Management declarations/ Departmental Declarations has been taken wherever required*

FORM NO. MGT 9									
EXTRACT OF ANNUAL RETURN									
As on financial year ended on 31.03.2020									
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.									
I. REGISTRATION & OTHER DETAILS:									
1	CIN	L34300DL1991PLC044365							
2	Registration Date	15-05-1991							
3	Name of the Company	UNIVERSAL OFFICE AUTOMATION LIMITED							
4	Category/Sub-category of the Company	PUBLIC LIMITED COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY							
5	Address of the Registered office & contact details	806, SIDHARTHA, 96, NEHRU PLACE, NEW DELHI - 110019							
6	Whether listed company	Yes, BOMBAY STOCK EXCHANGE LIMITED , MUMBAI							
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D - 153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA , PHASE -1 , NEW DELHI - 110020 . TEL : +91 11 26812682 , FAX : +91 11 26812683, www.slylinerta.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)									
S. No.	Name and Description of main products / services	NIC Code of the Product/service			% to total turnover of the company				
1	Manufacture of office machinery and equipment	2817			0				
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - N/A									
SN	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		2(87) (ii) of Companies Act, 2013	
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 [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	118,304	263,525	381,829	2.61%	287,675	94,154	381,829	2.61%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	0	0	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	0	0	0.00%
d) Bodies Corp.	9,105,762	160	9,105,922	62.15%	9,105,762	160	9,105,922	62.15%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	0	0	0.00%
f) Any other	-	-	-	0.00%	-	-	0	0	0.00%
Sub Total (A) (1)	9,224,066	263,685	9,487,751	64.75%	9,393,437	94,314	9,487,751	64.75%	0.00%

(2) Foreign	0	0	0	0.00%	0	0	0	0	0.00%
a) NRI Individuals	0	0	0	0.00%	0	0	0	0	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0	0.00%
Sub Total (A) (2)	0	0	0	0.00%	0	0	0	0	0.00%
TOTAL (A)	9,224,066	263,685	9,487,751	64.75%	9,393,437	94,314	9,487,751	64.75%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	3,382	3,382	0.02%	-	3,382	3,382	0.02%	0.00%
b) Banks / FI	58,518	5,114	63,632	0.43%	150	5,114	5,264	0.04%	-0.40%
c) Central Govt	-	-	-	0.00%	0	0	0	0	0.00%
d) State Govt(s)	-	-	-	0.00%	0	0	0	0	0.00%
e) Venture Capital	-	-	-	0.00%	0	0	0	0	0.00%
f) Insurance Companies	-	-	-	0.00%	58,368	-	58,368	0.40%	0.40%
g) FII's	-	-	-	0.00%	0	0	0	0	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	0	0	0	0	0.00%
i) Others (specify)	-	-	-	0.00%	0	0	0	0	0.00%
Sub-total (B)(1):-	58,518	8,496	67,014	0.46%	58,518	8,496	67,014	0.46%	0.00%
2. Non-Institutions									
a) Bodies Corp.									0.00%
i) Indian	732,064	160,556	892,620	6.09%	712,767	160,556	873,323	5.96%	-0.13%
ii) Overseas	0	0	-	0.00%	0	0	0	0	0.00%
b) Individuals									0.00%
Individual shares holders having nominal share capital upto Rs. 1,00,000	1,637,656	550,415	2,188,071	0	1,647,276	545,912	2,193,188	0	0
Individual shares holders having nominal share capital Excess of Rs. 1,00,000	1,887,318	-	1,887,318	0	1,885,636	-	1,885,636	0	0
c) Others (Trust)	387	6,246	6,633	0.05%	387	6,246	6,633	0.05%	0.00%
NBFCs registered with	200	0	200	0.00%	0	0	0	0.00%	0.00%
Non Resident Indians	2,831	968	3,799	0.03%	2,853	968	3,821	0.03%	0.00%
Overseas Corporate	-	-	-	0.00%	0	0	0	0	0.00%
CLEARING HOUSES	0	0	-	0.00%	0	0	0	0	0.00%
Clearing Members	0	0	0	0.00%	0	0	0	0	0.00%
HUFS	119,280	0	119,280	0.81%	135,320	-	135,320	0.92%	0.11%
Foreign Bodies - D R	0	0	-	0.00%	0	0	0	0	0.00%
Sub-total (B)(2):-	4,379,736	718,185	5,097,921	34.79%	4,384,239	713,682	5,097,921	34.79%	0.00%
Total Public (B)	4,438,254	726,681	5,164,935	35.25%	4,442,757	722,178	5,164,935	35.25%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	-	0.00%
Grand Total (A+B+C)	13,662,320	990,366	14,652,686	100.00%	13,836,194	816,492	14,652,686	100.00%	0.00%

(ii) Shareholding of Promoter								
SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Mr Ajai Chowdhary	97,044	0.66%	0	97,044	0.66%	0	0.00%
5	Ms Gita Chowdhary	3,371	0.02%	0	3,371	0.02%	0	0.00%
6	Ms Reetika Puri	1,750	0.01%	0	1,750	0.01%	0	0.00%
7	Ms Nina Puri	100	0.00%	0	100	0.00%	0	0.00%
8	Mr Akshay Chowdhary	1,440	0.01%	0	1,440	0.01%	0	0.00%
9	Mr Shiven Malhotra	159,820	1.09%	0	159,820	1.09%	0	0.00%
10	BFL Investments and Financial Consultants Pvt Ltd	268,134	1.83%	0	268,134	1.83%	0	0.00%
11	Apollo Trading and Finance Pvt Ltd	171,662	1.17%	0	171,662	1.17%	0	0.00%
12	Subhash Arora Investments Pvt Ltd	160	0.00%	0	160	0.00%	0	0.00%
13	Ms.Roshni Nadar	3,888	0.03%	0	3,888	0.03%	0	0.00%
14	HCL Corporation Private Limited	8,665,966	59.14%	0	8,665,966	59.14%	0	0.00%
15	Mr.Shiv Nadar	94,154	0.64%	0	94,154	0.64%	0	0.00%
16	Mrs.Kiran Nadar	20,262	0.14%	0	20,262	0.14%	0	0.00%
(iii) Change in Promoters' Shareholding (please specify, if there is no change)				NO CHANGE				
SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares	No. of shares	% of total shares	
	At the beginning of the year							
	Changes during the year							
	At the end of the year							
(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):								
SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (31.03.2020)		
				No. of shares	% of total shares	No. of shares	% of total shares	
1	HCL Employees Investment Co Limited							
	At the beginning of the year			114,050	0.78%			
	Changes during the year			-	0.00%	114,050	0.78%	
	At the end of the year			114,050	0.78%	114,050	0.78%	
2	Associated Techno Plasticks Pvt Limited							
	At the beginning of the year			637,979	4.35%			
	Changes during the year			-	0.00%	637,979	4.35%	
	At the end of the year			637,979	4.35%	637,979	4.35%	
3	Life Insurance Corporation of India							
	At the beginning of the year			58,368	0.40%			
	Changes during the year			-	0.00%	58,368	0.40%	
	At the end of the year			58,368	0.40%	58,368	0.40%	
4	Gayatri devi R Todi							
	At the beginning of the year			61,109	0.42%			
	Changes during the year			-	0.00%	61,109	0.42%	
	At the end of the year			61,109	0.42%	61,109	0.42%	

5	Jaykumar Chainrai Godhwani						
	At the beginning of the year			77,733	0.53%		
	Changes during the year			-	0.00%	77,733	0.53%
	At the end of the year			77,733	0.53%	77,733	0.53%
6	Kamal Gadalay						
	At the beginning of the year			53,694	0.37%		
	Changes during the year				0.00%	53,694	0.37%
	At the end of the year			53,694	0.37%	53,694	0.37%
7	Paras Ram Salvi						
	At the beginning of the year			266,584	1.82%		
	Changes during the year	10-05-2019		(5)		266579	1.82%
		17-05-2019		(95)		266484	1.82%
		24-05-2019		(450)		266034	1.82%
		26-07-2019		(5)		266029	1.82%
		09-08-2019		(1,760)		264269	1.80%
		16-08-2019		(1,368)		262901	1.79%
		23-08-2019		(300)		262601	1.79%
		30-08-2019		(1,721)		260880	1.78%
		06-09-2019		(6,450)		254430	1.74%
		25-10-2019		(17,400)		237030	1.62%
		01-11-2019		(15,150)		221880	1.51%
		08-11-2019		(23,102)		198778	1.36%
		15-11-2019		(35,380)		163398	1.12%
		29-11-2019		(34,000)		129398	0.88%
		06-12-2019		(2,800)		126598	0.86%
		13-12-2019		(1,000)		125598	0.86%
		20-12-2019		(100)		125498	0.86%
		13-03-2020		(4,010)		121488	0.83%
		20-03-2020		(2,239)		119249	0.81%
		31-03-2020		(1,802)		117447	0.80%
	At the end of the year			117,447	0.80%		
8	Snehalatha Singhi						
	At the beginning of the year			125,317	0.00%		
	Changes during the year				0.00%	125,317	0.86%
	At the end of the year			125,317	0.00%	125,317	0.86%
9	Kanchana R						
	At the beginning of the year			772,844	0.00%		
	Changes during the year				0.00%	772,844	5.27%
	At the end of the year			772,844	0.00%	772,844	5.27%
10	Soni Dhirajkumar Jotwani						
	At the beginning of the year			63,117	0.00%		
	Changes during the year					63,117	
	At the end of the year			63,117	0.00%	63,117	0.43%

(v) Shareholding of Directors and Key Managerial Personnel:							
SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (31.03.2020)	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Mr. SUNIL KUMAR SHRIVASTAVA						
	At the beginning of the year			1,182	0.00%	1,182	0.01%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			1,182	0.00%	1,182	0.01%
V. INDEBTEDNESS							
Indebtedness of the Company including interest outstanding/accrued but not due for payment.							
Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness		
Indebtedness at the beginning of the financial year							
i) Principal Amount		-	-	-	-		
ii) Interest due but not paid		-	-	-	-		
iii) Interest accrued but not due		-	-	-	-		
Total (i+ii+iii)		-	-	-	-		
Change in Indebtedness during the financial year							
* Addition		-	-	-	-		
* Reduction		-	-	-	-		
Net Change		-	-	-	-		
i) Principal Amount		-	-	-	-		
ii) Interest due but not paid		-	-	-	-		
iii) Interest accrued but not due		-	-	-	-		
Total (i+ii+iii)		-	-	-	-		
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL							
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:							
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount			
	Name	Ms Rita Gupta (upto 12.08.2019)	Mr Sunil Kumar Shrivastava (wef 12.08.2019)	(Rs/Lac)			
	Designation	Managing Director					
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	-		-			
	Total (A)	-		-			
	Ceiling as per the Act			0.65			
B. Remuneration to other Directors							

SN.	Particulars of Remuneration	Name of Directors			Total Amount(Rs in Lacs)
1	Independent Directors	Ravishankar Subramanian Padi	Vikas Agarwal	Sushil Kumar Jain	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				-
2	Other Non-Executive Directors	Sunil Kumar Shrivastava	Sashi Sekhar Mishra	Rita Gupta	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)				-
	Total (B)=(1+2)	-	-		-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				0.13

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name	Sureshchand Sharma	Naina Luthra	
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section				
	(b) Value of perquisites u/s 17(2) Income-tax Act,				
	(c) Profits in lieu of salary under section 17(3) Income-				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	Total		-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:			NOT APPLICABLE		
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

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.
- g) 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

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.

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 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.

Annexure ii

VIGIL MECHANISM

1. PREFACE

Pursuant to Section 177 of the Companies Act, 2013 requires every Company meeting the necessary criteria shall establish a Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism.

2. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. An important aspect of accountability and transparency mechanism to enable all individuals to voice Concerns internally in a responsible and effective manner when they discover information which they believe shows serious malpractice(s). To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

3. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. Definitions:

4.1 “Employee” means every employee of the Company, including the Directors in the employment of the Company.

4.2 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature

4.3 “Code” mean Conduct for Directors and Senior Management Personnel adopted by Universal Office Automation Limited.

4.4 “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4.5 “Whistle Blower” means an Employee making a Protected Disclosure under this Policy and also referred as claimant in this policy.

4.6 “Whistle and Ethics Officer” means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same for its disposal and informing the Whistle blower the results thereof.

4.7 “Work place” includes:

- i. All offices or other premises where the Company’s business or services supporting to the business are conducted; or
- ii. All Company related activities performed at any other site away from the Company’s premises.

4.8 “Company” means Universal Office Automation Limited.

5. ELIGIBILITY

All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Whistle & Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

6.3 The Company shall not entertain anonymous/ pseudonymous disclosures.

6.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant to the Whistle and ethics Officer or to the CFO as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.5 All Protected Disclosures should be addressed to Whistle and ethics Officer or CFO of the Company. The contact details are as under:

Mr Suresh Chand Sharma, Chief Finance Officer
Universal Office Automation Limited
806, Siddhartha, 96, Nehru Place,
New Delhi- 110019

6.6 Protected Disclosure against the Whistle & Ethics Officer should be addressed to the Managing Director of the Company.

Name and Address -

Mr. Sunil Kumar Shrivastava, Managing Director
Universal Office Automation Limited
806, Siddhartha, 96 Nehru Place,
New Delhi-110019

6.7 On receipt of the protected disclosure the MD / CFO, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Whistle & Ethics Officer/ Chairman/ CFO for processing the complaint.
- The recommendations of the Whistle & Ethics Officer/ other action(s).

6.8 The M.D / CFO, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers of the Company who will investigate / oversee the investigations. Whistle & Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.

7.2 The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

7.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

7.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

7.5 Subjects shall have a duty to co-operate with the Whistle Officer(s) team during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

7.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

7.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9 Whistle & Ethics Team shall normally complete the investigation within 90 days of the receipt of protected disclosure.

7.10 In case of allegations against subject are substantiated by the Whistle & Ethics Team his report, then an opportunity to Subject will be given to explain his side.

8. PROTECTION

8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2 A Whistle Blower may report any violation of the above clause to the M.D/CFO, who shall investigate into the same and recommend suitable action to the management.

8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

9.1 The complainant, Whistle and Ethics Officer, the Subject and everybody involved in the process shall:

- Maintain confidentiality of all matters under this Policy
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

10. DECISION

10.1 If an investigation leads the Whistle and Ethics Officer / CFO to conclude that an improper or unethical act has been committed, the Whistle & Ethics Officer/ CFO shall recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle & Ethics Officer or the CFO shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

11.1 The Whistle & Ethics officer shall submit a report to the Chairman/CFO on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CFO/CHAIRMAN

12.1 The Whistle Blower shall have right to access Chairman directly in exceptional cases and the Chairman is authorized to prescribe suitable directions in this regard.

13. COMMUNICATION

13.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

14. RETENTION OF DOCUMENTS

14.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

15.1 A half yearly report about the functioning of the Whistle Blower Mechanism shall be placed before the Board. A half yearly status report on the total number of compliant received if any during the period with summary of the findings of Whistle & Ethics Officer/ CFO and corrective steps taken should be send to the Chairman of the company. The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy.

16. AMENDMENT

16.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Annexure D

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 2020 as per the relevant provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 as referred to in Regulation 15(2) of the Listing Regulation for the period 1st April 2019 to 31st March 2020.
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.

For PURUSHOTHAMAN BHUTANI & CO
Chartered Accountants

June 24, 2020
Noida

BINAY KUMAR JHA

CEO / CFO Certificate:

The Managing Director and Chief Finance 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 Disclosures Requirement), Regulations, 2015. The Managing Director and the chief financial officer also give the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. The Annual certificate given by the Managing Director and the Chief Finance Officer is published in this report.

CEO/ CFO certificate under Regulation17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulation 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, 2020 and to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) 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 Finance Officer

(Sunil Kumar Shrivastava)
Managing Director

June 24th, 2020
Noida

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF UNIVERSAL OFFICE AUTOMATION LIMITED****Report on the Audit of the Ind AS Financial Statements**

We have audited the accompanying Ind AS Financial Statements of M/s UNIVERSAL OFFICE AUTOMATION LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss and Statement of Cash Flows for the year ended on that date, notes to the Ind AS Financial Statements including a summary of significant accounting policies and other explanatory information ("the Financial Statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 March 31, 2020, and its loss and cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our checks and on the basis of information and explanation from the management we have determined that there are no key audit matter to be communicated in our report.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board report but does not include the Ind AS financial statements and our auditor's report thereon which we obtained prior to the date of this auditor's report, and the Director's report, which is expected to be made available to us after that date.

Our opinion on the Ind AS financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Ind AS Financial Statements

The Company's Board of Directors and those charged with governance is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the Ind AS financial position, Ind AS 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. This responsibility

also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS 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 31stMarch, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - (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 to be 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 has disclosed no pending litigations on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For PURUSHOTHAMAN BHUTANI & CO.
Chartered Accountants
(Firm Registration No.: 005484N)

(BINAY KUMAR JHA)
Partner
M.No. 509220
UDIN : 20509220AAAADM5071

Place : New Delhi
Date : 24th June, 2020

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of UNIVERSAL OFFICE AUTOMATION LIMITED of even date)

- i. In respect of the Company's property, plant & equipment:
- A. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - B. All fixed assets have been physically verified by the management during the year, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and as informed, no material discrepancies were noticed on such verification.
 - C. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

- ii. In respect of inventory:

The Company did not hold any inventory during the year and accordingly, the requirement under the paragraph 3(ii) of the order is not applicable to the Company.

- iii. In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act, 2013:

According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies covered in the register maintained under section 189 of the Act, in respect of which:

- a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, there is no loans, investments, guarantees and security granted in respect of provisions of Sections 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted deposits from the public. As such, the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company, so this paragraph of the Order is not applicable.
- vi. In our opinion and according to the information and explanations given to us and pursuant to the rules prescribed by Central Government for maintenance of cost records under sub section 1 of Section 148 of the Act, the prescribed accounts and records are not required to maintain by the company. Accordingly, paragraph 3(vi) of the Order is not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, custom duty, cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (c) According to the information & explanation given to us, there are no dues of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company did not have any outstanding dues in respect of bank, a financial institution or debenture holders or government. Accordingly, paragraph 3(viii) of the Order is not applicable.

- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). According to the information and explanations given to us, The Company has not raised term loan during the year under review.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has neither paid nor provided managerial remuneration during the reporting financial year. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private allotment or fully or partly convertible debentures and reporting under clause 3 (xiv) of the Order are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For PURUSHOTHAMAN BHUTANI & CO.
Chartered Accountants
(Firm Registration No.: 005484N)

(BINAY KUMAR JHA)
Partner
M.No. 509220
UDIN : 20509220AAAADM5071

Place: New Delhi
Date: 24th June, 2020

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 "the Act"

To the Members of UNIVERSAL OFFICE AUTOMATION LIMITED

We have audited the internal financial controls over financial reporting of **UNIVERSAL OFFICE AUTOMATION LIMITED** "the Company" as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 control over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the 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 Companies Act, 2013.

Auditor's Responsibility

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 as specified under Section 143(10) of the Companies act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by Institute of Chartered Accountants of India. 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control 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 judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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 Ind AS 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 pertain to the maintenance of records, 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 Ind AS financial statements in accordance with the 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; 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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 31,2020, 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.

For PURUSHOTHAMAN BHUTANI & CO.

Chartered Accountants

(Firm Registration No.: 005484N)

Place: New Delhi

Date: 24th June, 2020

(BINAY KUMAR JHA)

Partner

M.No. 509220

UDIN: 20509220AAAADM5071

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020**1. Corporate information and statement of compliance with Indian Accounting Standard (Ind AS)**

Universal Office Automation Limited (“the Company”) is a public limited company incorporated under the provisions of Companies Act, 2013. The Company is domiciled in India with its registered office situated at 806, Siddharth, 96, Nehru Place, New Delhi – 110019, India. The Company’s shares are listed with Bombay Stock Exchange. The Company’s primary line of business had been selling of office automation products and their after-sales service.

2. Basis of preparation, measurement and significant accounting policies**2.1 Basis of preparation and measurement**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements for the year ended 31 March 2020 were approved for issue by the Board of Directors on 24th June 2020.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention basis except for certain financial instruments which are measured at fair value.

2.2 Summary of significant accounting policies**a. Revenue recognition**

Interest income from bank deposits is recognised on the time proportion method taking into consideration the amount outstanding and the effective interest rates.

Sale of scrap is recognized on disposal of scrap.

b. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company’s forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

c. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

d. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument.

Financial assets*Initial recognition and measurement*

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Company determines that the fair value at initial recognition differs from the transaction price, the Company accounts for that instrument at that date as follows:

- i. at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a level 1 input) or based on a valuation technique that uses only data from observable markets. The Company recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- ii. in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

i. Financial assets at amortised cost – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

ii. Financial assets at fair value

- Investments in equity instruments (other than subsidiaries/ associates/ joint ventures) – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities*Initial recognition and measurement*

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate (EIR). The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

e. Fair value measurement

The Company measures certain financial instruments, such as, investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

f. Property, plant and equipment ('PPE')*Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation is provided using written-down value method from the date the asset is available for use and is computed on the basis of useful life as per technical assessment made by the management or as prescribed in Schedule II to the Companies Act, 2013

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

g. Impairment of assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

h. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

i. Employee benefits

The Company provides post-employment benefits through various defined benefit plans.

Defined benefit plans

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

j. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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 are adjusted for the effects of all dilutive potential equity shares. 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.

2.3 Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

*Significant judgements:***(i) Evaluation of indicators for impairment of assets**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

(iii) Contingent liabilities

The Company is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. Sources of estimation uncertainty

(i) Useful lives of Property, plant and equipment

The assessment of useful lives of property, plant and equipment requires judgment. Depreciation is charged to the Statement of profit and loss based on these useful lives. This assessment requires estimation of the period over which the Company will benefit from these assets.

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of plant and equipment.

(ii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

(iii) Defined benefit obligations (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Balance Sheet as at 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	1.07	1.07
Financial assets			
Investments	4	32.79	0.45
Other financial assets	5	-	33.17
Income tax assets (net)	6	5.89	7.92
Other non-current assets	7	1.41	1.41
Total non-current assets		41.16	44.02
Current assets			
Financial assets			
Cash and cash equivalents	8	214.42	204.51
Total current assets		214.42	204.51
Total assets		255.58	248.53
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	1,465.27	1,465.27
Other equity	10	(1,213.37)	(1,219.10)
Total equity		251.90	246.17
LIABILITIES			
Non-current liabilities			
Provisions	11	1.45	1.45
Total non-current liabilities		1.45	1.45
Current liabilities			
Financial liabilities			
Trade payables	12	1.34	0.35
Other current liabilities	13	0.89	0.56
Total current liabilities		2.23	0.91
Total liabilities		3.68	2.36
Total equity and liabilities		255.58	248.53

The accompanying notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membersip No. 509220

Vikas Agarwal
Director
(DIN : 07306627)

Sunil Kumar Shrivastava
Managing Director
(DIN : 00259961)

Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: Noida
Date : 24.06.2020

Place: Noida
Date : 24.06.2020

Statement of Profit and Loss for the year ended on 31 March 2020
(All amount in ₹ lakhs unless otherwise stated)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations		-	-
Excise duty refund		27.20	266.81
Other income	14	16.23	13.81
Total income		43.43	280.62
Expenses			
Depreciation expense	15	-	0.09
Other expenses	16	29.02	52.60
Total expenses		29.02	52.69
Profit / (loss) before exceptional items and tax		14.41	227.93
Exceptional items	17	-	(0.15)
Profit/ (loss) before tax		14.41	228.08
Tax expense:			
Current tax		3.566	49.30
Tax for earlier year		5.112	(2.81)
Deferred tax		-	14.75
Net profit/ (loss) for the year		5.73	166.84
Other comprehensive income/ (loss) for the year		-	-
Total comprehensive income/ (loss) for the year		5.73	166.84
Earnings per equity share:			
Basic (₹)	18	0.04	1.14
Diluted (₹)		0.04	1.14

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membership No. 509220

Vikas Agarwal
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Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: Noida
Date : 24.06.2020

Place: Noida
Date : 24.06.2020

Cash Flow Statement for the year ended 31 March 2020
(All amount in ₹ lakhs unless otherwise stated)

	For the year ended 31 March 2020	For the year ended 31 March 2019
(A) Cash flow from operating activities		
Profit/ (loss) before tax	14.41	228.08
Adjustments for:		
Depreciation expense	-	0.09
(Gain)/ loss on fair valuation of investments	(1.33)	0.25
Advances & other balance written off	-	16.87
Liabilities written back	-	(0.16)
Interest income	(14.90)	(13.81)
Operating profit/ (loss) before working capital changes	(1.82)	231.32
Movement in working capital		
Other current assets	-	0.69
Trade payables	0.99	(19.84)
Other current liabilities	0.33	(0.78)
Cash flow from operating activities post working capital changes	(0.50)	211.39
Income tax paid (net)	(6.65)	(165.95)
Net cash flow from operating activities (A)	(7.15)	45.44
(B) Cash flows from investing activities		
Margin/bank deposits	33.17	80.66
Interest on margin money	1.29	1.90
Interest on deposit	13.60	11.91
Investment in fixed deposit	(180.00)	-
Investment in mutual funds	(31.00)	-
Net cash flows used in investing activities (B)	(162.94)	94.48
(C) Cash flows from financing activities		
Repayment of long term borrowings	0.00	(30.00)
Net cash used in financing activities (C)	0.00	(30.00)
Total (A) + (B) + (C)	(170.09)	109.92
Opening balance of cash & cash equivalents	204.51	94.59
Closing balance of cash & cash equivalents*	34.42	204.51
Net increase/ (decrease) in cash and cash equivalents	(170.09)	109.92

*Cash and bank balances as per note 8 includes cash and cash equivalents and other bank deposits with maturity less than 12 months (FY 2019-20 – Rs. 180 lakh and FY 2018-19 Nil)

Note: The above statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes form an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membersip No. 509220

Vikas Agarwal
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Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: Noida
Date : 24.06.2020

Place: Noida
Date : 24.06.2020

Statement of changes in equity for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

A Equity share capital

	Amount
Balance as at 01 April 2018	1,465.27
Changes in equity share capital during the year	-
Balance as at 31 March 2019	1,465.27
Changes in equity share capital during the year	-
Balance as at 31 March 2020	1,465.27

B Other equity

	Securities premium reserve	Capital reserve	Retained earnings	Total
Balance as at 01 April 2018	333.37	297.63	(2,016.94)	(1,385.94)
Profit/ (loss) for the year	-	-	166.84	166.84
Balance as at 31 March 2019	333.37	297.63	(1,850.10)	(1,219.10)
Profit/ (loss) for the year	-	-	5.73	5.73
Balance as at 31 March 2020	333.37	297.63	(1,844.36)	(1,213.37)

The accompanying notes form an integral part of the financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membersip No. 509220

Vikas Agarwal
Director
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Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: Noida
Date : 24.06.2020

Place: Noida
Date : 24.06.2020

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020
(All amount in ₹ lakhs unless otherwise stated)

3. Property, plant and equipment

Description	Freehold land	Plant and equipments	Vehicles	Office equipments	Total
Gross carrying value					
As at 01 April 2018	1.07	27.04	17.95	217.51	263.57
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2019	1.07	27.04	17.95	217.51	263.57
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2020	1.07	27.04	17.95	217.51	263.57
Accumulated depreciation					
As at 01 April 2018	-	27.04	17.95	217.42	262.41
Charge for the year	-	-	-	0.09	0.09
As at 31 March 2019	-	27.04	17.95	217.51	262.50
Charge for the year	-	-	-	-	-
As at 31 March 2020	-	27.04	17.95	217.51	262.50
Net block as at 31 March 2019	1.07	-	-	0.00	1.07
Net block as at 31 March 2020	1.07	-	-	0.00	1.07

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
4 Non-current investments		
Investments carried at fair value		
Investment in equity instruments (quoted)		
960 (31 March 2019 : 960) Equity shares of ₹ 10 each of IDBI fully paid (includes 360 bonus shares)	0.19	0.45
Investment in equity instruments (unquoted)		
1002.54 units (Previous year Nil) UTI liquid cash plan- Direct - Growth	32.60	-
	32.78	0.45
Aggregate amount of quoted investments	0.19	0.45
Aggregate amount of unquoted investments	32.60	-
Aggregate amount of impairment in the value of investments	-	-
* 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.		
5 Other financial assets		
Non-current		
Margin money deposits	-	33.18
Bank deposits with more than 12 months maturity	-	-
	-	33.18
Notes:		
(i) Margin money deposits amounting to Nil (31 March 2019 : ₹ 38.18 lakhs) are against various cases pending with customs, excise, sales tax and other legal authorities.		
(ii) Refer note 27 - Fair value disclosures for disclosure of fair value in respect of financial assets.		
6 Income tax assets (net)		
Advance income tax (net of provision)	5.89	7.92
	5.89	7.92
7 Other non-current assets		
Balance with statutory authorities*	1.41	1.41
	1.41	1.41
* includes deposit paid under protest with statutory authorities.		
8 Cash and cash equivalents		
Balances with banks in current accounts	34.42	204.51
Bank deposits with less than 12 months maturity	180.00	-
	214.42	204.51

Notes:

- (i) There are no repatriation restrictions with respect to cash and cash equivalents as at the end of the reporting year and comparative years.
- (ii) The carrying values are a reasonable approximate of their fair values.

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
9 Equity share capital		
Authorised capital		
1,000,000 (31 March 2019 : 1,000,000) Preference shares of ₹100 each	1,000	1,000
50,000,000 (31 March 2019 : 50,000,000) Equity shares of ₹10 each	5,000	5,000
	<u>6,000</u>	<u>6,000</u>
Issued, subscribed capital and fully paid up		
14,652,686 (31 March 2019 : 14,652,686) Equity shares of ₹ 10 each	1,465.27	1,465.27
	<u>1,465.27</u>	<u>1,465.27</u>

(i) Reconciliation of equity shares outstanding at the beginning and at the end of the year.

	As at 31 March 2020		As at 31 March 2019	
	No. in lakhs	(₹ in lakhs)	No. in lakhs	(₹ in lakhs)
Equity shares at the beginning of the year	146.53	1,465.27	146.53	1,465.27
Shares issued during the period	-	-	-	-
Equity shares at the end of the year	<u>146.53</u>	<u>1,465.27</u>	<u>146.53</u>	<u>1,465.27</u>

(ii) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees.

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.

(iii) Shares held by holding company

HCL Corporation Private Limited- Holding Company*		
86,65,966 (31 March 2019 : 86,65,966) Equity shares of ₹10 each fully paid	866.59	866.59
	<u>866.59</u>	<u>866.59</u>

(iv) Aggregate number of shares issued for consideration other than cash

(a) 49,64,529 (31 March 2019 : 49,64,529) of ₹ 10 each were allotted as fully paid up pursuant to a contract without payment being received in cash.

(b) 47,23,614 (31 March 2019 : 47,23,614) of ₹ 10 each were allotted as fully paid up pursuant to the Scheme of Amalgamation between erstwhile Sandarbh Properties Private Limited and the Company.

(v) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 10 each fully paid up				
*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.

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020
(All amount in ₹ lakhs unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
10 Other equity		
Capital reserve	297.63	297.63
Securities premium reserve	333.37	333.37
Surplus in the statement of profit and loss		
As per last balance sheet	(1,850.10)	(2,016.94)
Add: Net profit/ (loss) for the year	5.73	166.84
Closing balance	(1,844.36)	(1,850.10)
	(1,213.36)	(1,219.10)
Nature and purpose of other reserves		
Capital reserve		
This reserve represents the excess of net assets taken, over the cost of consideration paid at the time of amalgamation done previously. This reserve is not available for the distribution to the shareholders.		
Securities premium reserve		
Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act.		
11 Long-term provisions		
Provision for employee benefits		
Provision for gratuity	1.13	1.13
Other provisions		
Personnel cost payable	0.32	0.32
	1.45	1.45
12 Trade payables		
Current		
Due to micro and small enterprises (refer note (i) below)	-	-
Dues of creditors other than micro and small enterprises	1.34	0.35
	1.34	0.35
(i) Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006		
On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:		
Principal amount remaining unpaid	Nil	Nil
Interest accrued and due thereon remaining unpaid	Nil	Nil
Interest paid by the company in terms of section 16 of MSMED Act 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.		
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act, 2006.	Nil	Nil
Interest accrued and remaining unpaid as at the end of the year	Nil	Nil
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil
(ii) Refer note 27 - Fair value disclosures for disclosure of fair value in respect of financial liabilities measured at amortised cost.		
13 Other current liabilities		
Payable to statutory authorities	0.24	0.28
Provision for expenses	0.64	0.28
	0.89	0.56

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020
(All amount in ₹ lakhs unless otherwise stated)

	For the year ended 31 March 2020	For the year ended 31 March 2019
14 Other income		
Interest income		
-on margin money	1.29	1.90
-on deposits	13.60	11.91
Gain on fair valuation of investments	1.33	-
	16.23	13.81
15 Depreciation expense		
Depreciation of property, plant and equipment (refer note 3)	-	0.09
	-	0.09
16 Other expenses		
Legal and professional fees**	12.90	19.38
Annual general meeting expenses	7.53	7.53
Membership expenses	4.19	4.05
Interest on statutory liability	0.04	-
Loss on fair valuation of investments	-	0.25
Advances & other balance written off	-	16.87
Corporate social responsibility expense	-	3.20
Compensation and penalty	3.69	-
Miscellaneous expenses	0.68	1.32
	29.02	52.60
** Payment to auditor		
As auditor :		
Audit fee	0.24	0.24
	0.24	0.24
17 Exceptional items		
Liabilities written back	-	(0.15)
	-	(0.15)
18 Earnings per equity share		
Earnings		
Net profit/ (loss) attributable to equity shareholders for calculation of basic and diluted EP	5.73	166.84
Shares		
Weighted average number of equity shares outstanding during the year for calculation of basic and diluted EPS	14,652,686	14,652,686
Nominal value of each equity share (₹)	10.00	10.00
Earnings per share (basic and diluted) (₹)	0.04	1.14

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020**(All amount in ₹ lakhs unless otherwise stated)**

	For the year ended 31 March 2020	For the year ended 31 March 2019
19 Tax expense		
Income tax expense recognised in statement of profit and loss		
Current tax	3.57	49.30
Deferred tax	-	14.75
	3.57	64.05

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 27.82% and the reported tax expense in profit or loss are as follows:

Particulars

Profit/ (loss) before tax	14.41	228.08
Income tax using the Company's domestic tax rate *	25.17%	27.82%
Expected tax expense [A]	3.63	63.45
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Non-deductible expenses/non-taxable income	0.30	1.02
Difference in property, plant and equipment as per books and Income Tax Act, 1961	(0.36)	(0.42)
Previously unrecognised tax losses now recouped to reduce current tax expense	-	-
Deferred tax not created on unabsorbed losses	-	-
Total adjustments [B]	(0.06)	0.60
Actual tax expense [C=A+B]	3.57	64.05

* Domestic tax rate applicable to the Company has been computed as follows

Base tax rate	22%	25%
Surcharge (% of tax)	10%	7%
Cess (% of tax)	4%	4%
Applicable rate	25.17%	27.82%

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

20 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
Key Management Personnel	Mr. Sushil Kumar Jain Mr. P.S. Ravishankar Ms. Rita Gupta Mr. Vikas Agarwal Mr. Sunil Kumar Shrivastava (Managing Director) Mr. Sashi Sekhar Mishra Mr. Suresh Chand Sharma Ms. Naina Luthra

Summary of related party disclosures:**a. Disclosure of related party transaction:**

	For the year ended 31 March 2020	For the year ended 31 March 2019
Amount repaid during the year		
HCL Corporation Private Limited.	-	30.00
HCL Infosystems Limited	-	19.93
Corporate social responsibility donation		
Shiv Nadar Foundation	-	3.20

21 Contingent liabilities

	As at 31 March 2020	As at 31 March 2019
Claims against company not acknowledged as debts*	321.32	322.49

* The claims against the company comprise:

For taxes and others to the extent ascertainable ₹ 80.66 lakhs (31 March 2019 : ₹ 80.66 lakhs)

For excise duty and penalty to the extent quantified by the authorities and other claims to the extent ascertainable ₹ 0.83 lakhs (31 March 2019 : ₹ 0.83 lakhs).

For customs duty and penalty to the extent quantified by the authorities ₹ 241.00 lakhs (31 March 2019 : ₹ 241.00 lakhs).

22 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 ₹ 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 ₹ 10 each for every 1 equity share of ₹ 100 each held in the Transferor company.

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

23 Fair value disclosures**i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

i) Financial assets measured at fair value - recurring fair value measurements

Particulars	Level	31 March 2020	31 March 2019
Fair value through profit and loss	Level 1	32.78	0.45

The fair value of investments in is based on the current bid price of respective investment as at the balance sheet date.

(ii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

Particulars	Level	31 March 2020		31 March 2019	
		Carrying value	Fair value	Carrying value	Fair value
Financial assets					
Other financial assets	Level 3	-	-	33.17	33.17
Total financial assets		-	-	33.17	33.17

The management assessed that cash and cash equivalents, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

24 Financial risk management**i) Financial instruments by category**

Particulars	31 March 2020			31 March 2019		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	32.78	-	-	0.45	-	-
Other financial assets	-	-	-	-	-	33.17
Cash and cash equivalents	-	-	214.42	-	-	204.51
Total	32.78	-	214.42	0.45	-	237.69
Financial liabilities						
Trade payable	-	-	1.34	-	-	0.35
Total	-	-	1.34	-	-	0.35

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- loans & receivables carried at amortised cost, and
- deposits with banks

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2020

(All amount in ₹ lakhs unless otherwise stated)

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

Credit rating	Particulars	31 March 2020	31 March 2019
A: Low	Other financial assets	-	33.17
	Cash and cash equivalents	214.42	204.51

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

a) Maturities of financial

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2020	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Trade payable	1.34	-	-	-	1.34
Total	1.34	-	-	-	1.34

31 March 2019	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Trade payable	0.35	-	-	-	0.35
Total	0.35	-	-	-	0.35

C) Market Risk**a) Foreign currency risk**

Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. The Company is not exposed to foreign exchange risk arising from foreign currency transactions.

b) Interest rate risk**(i) Liabilities**

The Company has interest free borrowings from related parties, therefore Company has no exposure to interest rate risk.

(ii) Assets

The Company's fixed deposits are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the period :

Impact on profit before tax

Particulars	31 March 2020	31 March 2019
Equity instruments		
Fair value per share – increase by 500 bps (500bps)	1.64	0.02
Fair value pr share – decrease by 500 bps (500bps)	(1.64)	(0.02)

25 Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Debt equity ratio

Particulars	31 March 2020	31 March 2019
Total borrowings	-	-
Total equity	251.90	246.17
Net debt to equity ratio*	-	-

The Company has not declared dividend in current year or previous year.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membersip No. 509220

Vikas Agarwal
Director
(DIN : 07306627)

Sunil Kumar Shrivastava
Managing Director
(DIN : 00259961)

Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: Noida
Date: 24.06.2020

Place: Noida
Date: 24.06.2020

END OF REPORT