July 30, 2020

The Secretary
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Fort,
Mumbai – 400001

Sub: Submission of Annual Compliance Report for the financial year ended March 31, 2020 pursuant to SEBI Circular No CIR/CFD/CMD1/27/2019 dated 08.02.2019

Ref: Scrip Code 523519

Dear Sir(s)

In pursuance of SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 08, 2019, we hereby submit the Annual Compliance Report for the financial year ended March 31, 2020 in the prescribed format annexed herewith this letter.

Kindly take the above on your record.

Thanking you

For Universal Office Automation Limited

[Signature]

Naina Luthra
Company Secretary
To,
The Board of Directors
Universal Office Automation Limited
CIN: L34300DL1991PLC044365
806, Siddhartha, 96, Nehru Place,
New Delhi-110 019

Dear Sir,

Re: Secretarial Compliance Report for the financial year ended March 31, 2020

I have been engaged by Universal Office Automation Limited having its registered office at 806, Siddhartha, 96, Nehru Place, New Delhi-110 019 whose equity shares are listed on Bombay Stock Exchange Limited (BSE) [Security Code: 523519] [Symbol: UNIOFFICE] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by Institute of Company Secretaries of India (ICSI). Secretarial Compliance Report is enclosed herewith.

For Mehak Gupta & Associates
Company Secretaries

Place: New Delhi
Date: 24.06.2020
Secretarial Compliance Report of Universal Office Automation Limited for the financial year ended
March 31, 2020

I have examined:

(a) all the documents and records made available to us and explanation provided by Universal Office Automation Limited ("the listed entity"),

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (as amended from time to time)

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (as amended from time to time)- [Not applicable as there was no reportable event during the period under the Review];

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (as amended from time to time)

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable as there was no reportable event during the period under the Review];

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable as there was no reportable event during the period under the Review];
(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as there was no reportable event during the period under the Review];

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not applicable as there was no reportable event during the period under the Review];

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) ……….(other regulations as applicable) and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/circulars/guidelines specific clause)</th>
<th>Deviations</th>
<th>Observations/remarks of the Practicing Company Secretary, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>Delay of one day in filing the report on Corporate Governance</td>
<td>The Company filed the report for quarter ended June 2019 on 16.07.2019 thereby causing a delay of 1 day.</td>
</tr>
<tr>
<td></td>
<td>(a) The listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognized stock exchange(s) within fifteen days from close of the quarter.</td>
<td></td>
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</tr>
<tr>
<td>2.</td>
<td>Regulation 30 SEBI read with Schedule III Part A Para A of (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>There was a delay of approx. 10 minutes in filing Outcome of Board Meeting held on 22.05.2019</td>
<td>The delay of 10 minutes only was caused due to technical issues in internet connection of the Company.</td>
</tr>
<tr>
<td></td>
<td>4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following: h) Financial Results</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</td>
<td>The entire promoter &amp; promoter group shareholding is not in dematerialized form.</td>
<td>The company has intimated the promoter &amp; promoter group. They are in process to get their entire shareholding in dematerialized form.</td>
</tr>
<tr>
<td></td>
<td>2. The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.</td>
<td></td>
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</tr>
</tbody>
</table>
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. fines, warning letter debarment, etc</th>
<th>Observations / remarks of the Practicing Company Secretary, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Bombay Stock Exchange (BSE)</td>
<td>Late Submission of Corporate Governance Report as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the Quarter ended June 30, 2019</td>
<td>Levy of fine of Rs. 2,360/- via letter dated 31st July, 2019</td>
<td>The Company paid fine of Rs 2,360/- to BSE and took note of the inadvertent delay caused.</td>
</tr>
</tbody>
</table>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr No.</th>
<th>Observations of the Practicing Company Secretary in previous reports</th>
<th>Observations made in the Secretarial Compliance Report for the year ended</th>
<th>Actions taken by the Listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the action taken by listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Delay in filing the statement of Investor complaints for the quarter ended Dec. 2018 by 25 days from the due date.</td>
<td>31st March, 2019</td>
<td>The company paid penalty of Rs 29,500/- to BSE</td>
<td>The Company has taken note of the inadvertent delay caused.</td>
</tr>
<tr>
<td>2.</td>
<td>Delay in submission of outcome of the Board meetings dated 08.08.2018 &amp; 25.10.2018</td>
<td>31st March, 2019</td>
<td>The Company has taken note of the inadvertent delay caused.</td>
<td>The Company has taken note of the inadvertent delay caused.</td>
</tr>
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<td></td>
<td>There was a Delay in the Disclosure of Proceedings of Annual General Meeting.</td>
<td>31st March, 2019</td>
<td>The Company has taken note of the inadvertent delay caused.</td>
<td>The Company has taken note of the inadvertent delay caused.</td>
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</table>

Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<table>
<thead>
<tr>
<th></th>
<th>Delay of one day in filing the report on Corporate Governance for quarter ended Sep. 2018</th>
<th>31st March, 2019</th>
<th>The company paid penalty of Rs 2,360/- to BSE</th>
<th>The Company has taken note of the inadvertent delay caused.</th>
</tr>
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<tbody>
<tr>
<td>4.</td>
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</tbody>
</table>

For Mehak Gupta & Associates
Company Secretaries

Place: New Delhi
Date: 24.06.2020

Mehak Gupta
Proprietor
ACS No.: 38897
C P No.: 15013
UDIN: A038897B000375640

**NOTE**

Due to adverse impact of global pandemic COVID-19 has resulted into complete nation-wide lockdown. Therefore, my basis of examination for issuing Secretarial Compliance Report for the financial year 2019-20 was only restricted to the information/documents provided by the Company in the electronic mode.