

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019. Tel : 011-26444812

Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website : www.uniofficeautomation.com, E-mail : investor@hcl.com

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of the Company will be held on Tuesday, the 25th September, 2018 at 3:30 PM at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi - 110003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Sashi Sekhar Mishra (DIN 03072330) who retires by rotation and being eligible offers himself for re-appointment.

By Order of the Board/-
For Universal Office Automation Limited

Place : Noida
Date : 20th June, 2018

Naina Luthra
Company Secretary

Notes:

1. The register of members and the share transfer books of the Company will remain closed from Friday 21st September, 2018 to Tuesday 25th September, 2018 (both days inclusive) for the purpose of Annual General meeting of the Company.
2. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource and also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED.

3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Members are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and

Share Transfer Agents for shares held in physical mode at the address given below :-

M/s. Skyline Financial Services Private Limited

**D-153 A, 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

The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.

6. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
7. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form SH 13 prescribed by the Government can be obtained from the RTA or the registered office of the Company. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Electronic copies of the Notice of 26th Annual General meeting is being sent to all the members whose email id's are registered with the Company/Depository participants for communication purposes unless any member has requested for the hard copies of the same. For members who have not registered their email addresses, physical copies of the Annual report 2018 is being sent through permitted mode.
9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Securities and Exchange Board of India (SEBI) has vide its circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 mandated all listed companies to

update the PAN and Bank Account details of shareholders holding share in physical mode. Hence, members holding shares in physical form are requested to send a to the RTA a copy of (i) PAN card and (ii) original cancelled cheque leaf or self-attested copy of passbook. Members holding shares in electronic form can submit their PAN to their Depository Participants with whom they are maintaining their respective Demat accounts.

M/s. Skyline Financial Services Private Limited

D-153 A, Ist Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020.

11. Members are hereby informed that as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (fourth amendment) Regulations, 2018 notified on June 8, 2018 vide notification No. SEBI/LAD-NRO/GN/2018/24 shares are required to be held in electronic form only. Accordingly, members who have not yet converted their holding into the electronic form please are requested to open an account with an authorized Depository Participant and arrange for dematerialization of their shares. The Procedure of getting Physical shares into Dematerialization form is available at website of NSDL/ CDSL
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulation and Secretarial Standards on General Meetings (SS2) issued by Institute of Companies Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting

Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper".

- III. The members who cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 21st September, 2018 (9:00 am) and ends on 24th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

of 19th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The detailed instruction, process and manner for remote e-voting as mentioned in the E-Voting Notice is being sent to all the Shareholders.
14. The route map showing directions to reach the venue of twenty sixth Annual General Meeting is enclosed as Annexure "B".
15. Information for Director seeking appointment /reappointment in the 26th Annual general Meeting to be held on Tuesday, the 25th September, 2018 (Pursuant to sub regulation (3) of Regulation 36 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015) is enclosed and forms part of this notice as Annexure "A").

Annexure "A"

Details of Directors as on March 31, 2018 seeking appointment/re-appointment at the 26th Annual General Meeting scheduled to be held on Tuesday, the 25th September, 2018 (Pursuant to sub regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II on General Meetings.

Name of Director	Mr. Sashi Sekhar Mishra (DIN:03072330)
Date of Birth & Age	01/11/1968 & 49yrs.
Date of Appointment	31.03.2017
Terms and Conditions of appointment	Non Independent & Non Executive Director
Details of remuneration	Nil
Disclosure of relationship between Directors and inter-se	None
Nature of expertise in specific functional areas	Vast knowledge and expertise in the area of Finance & Accounts.
Qualifications	B.Com & LLB
Board Memberships of other Companies as on 31st March, 2018	1. International Data Management Limited (Listed at BSE Ltd.) 2. First Stonex Limited 3. HCL Employees Investment Co Ltd. 4. HCL Infosolutions Limited 5. South Asian Computers Limited 6. Pimpri Chinchwad eServices Limited 7. Guddu Investments (Delhi) Pvt Ltd 8. Esthetic Infra - Developers Pvt Ltd 9. Buoyant Infra - Developers Pvt Ltd 10. Cityframe Infra - Developers Pvt Ltd
Names of entities in which person also holds memberships of Committees of the Board as on 31st March, 2018	Audit Committee: - First Stonex Limited, Member HCL Infosolutions Limited, Member International Data Management Limited, Chairman Nomination & Remuneration Committee: - First Stonex Limited, Member HCL Infosolutions Limited, Member International Data Management Limited, Chairman Stakeholders Relationship Committee: - International Data Management Limited, Chairman
Number of shares held in the Company as on date	NIL
Brief Resume of the Director	Mr. Sashi Sekhar Mishra has worked diligently for last approx. 21 years in HCL Group Companies in different roles.

By Order of the Board/-
For Universal Office Automation Limited

Place : Noida
Date : 20th June, 2018

Naina Luthra
Company Secretary

UPDATION OF SHAREHOLDERS INFORMATION
Universal Office Automation Limited
(For Electronic communication)

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

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

Place: _____

Date: _____

Signature: _____

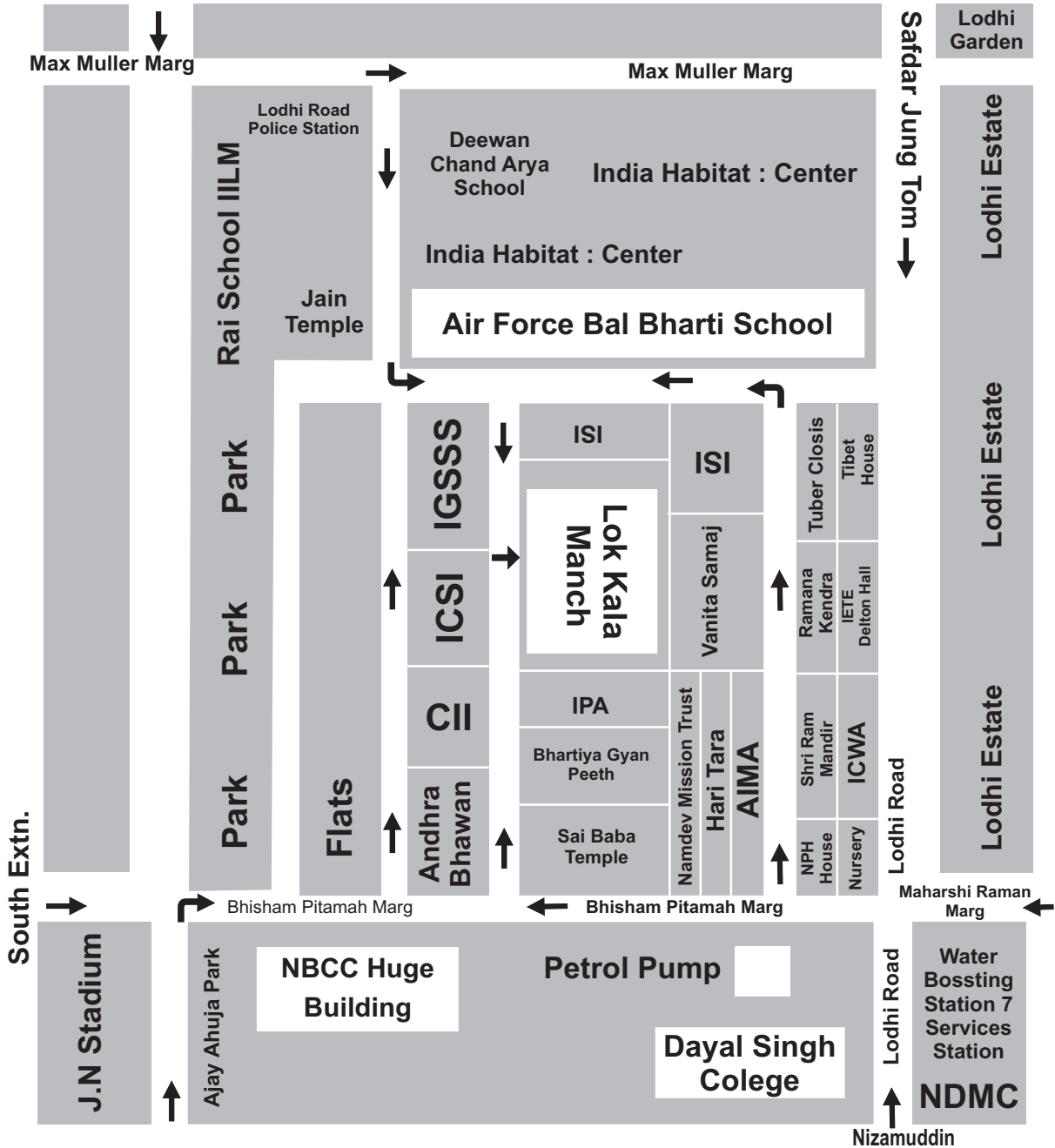
Name: _____

(Shareholder)

Note: You may also send this information by e-mail to admin@skylinerta.com and to investor@hcl.com

ROUTE MAP

ANNEXURE "B"



UNIVERSAL OFFICE AUTOMATION LIMITED

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Website : www.uniofficeautomation.com, E-mail : investoroa@hcl.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint shareholders may obtain additional slip at the venue of the meeting)

Dp id*	
Client id*	

Folio No	
No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I/we have recorded my/our presence at the 26th ANNUAL GENERAL MEETING of the Company held on Tuesday, September 25, 2018 at 3:30 p.m at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003

*Applicable for investors holding shares in electronics from

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

UNIVERSAL OFFICE AUTOMATION LIMITED

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Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website : www.uniofficeautomation.com, E-mail : investoroa@hcl.com

Name of the members(s)		e-mail Id :	
Registered address		Folio No/*Client id :	
		*DP Id :	

I/We, being the members(s) of _____ shares of Universal Office Automation Limited, hereby appoint:

- 1) _____ of _____ having e-mail id or failing him
- 2) _____ of _____ having e-mail id or failing him
- 3) _____ of _____ having e-mail id

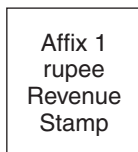
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Tuesday, September 25, 2018 at 3:30 p.m., at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

SI No.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Director's Report, Audited Financial Statements for the year ended 31st March, 2018 and Auditor's Report thereon		
2.	To appoint a Director in place of Mr. Sashi Sekhar Mishra (DIN 03072330), who retires by rotation and, being eligible, offers himself for re-appointment.		

* Applicable for investors holding shares in electronic form.

Signed this day of.....2018



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

Notes:

(1) This form of proxy in order to be elective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregare not more than 10% of the total share capital of the Comany carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of the joint holdrs should be statred.