

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

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

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

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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held on Wednesday, the 25th September, 2019 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, 2019 including the Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms Rita Gupta (DIN 00899240), who retires by rotation and being eligible has offered for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr Ravishankar Subramanian Padi (DIN 00016364) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013("Act")read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force); Mr Ravishankar Subramanian Padi (DIN 00016364) who was appointed as an Independent Director of the Company and who holds office of Independent Director up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under section 149 (6) of the Act, is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re – appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company i.e. upto the conclusion of the 32nd Annual General Meeting of the company."

4. To re-appoint Mr Sushil Kumar Jain (DIN 00022573) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013("Act")read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force); Mr. Sushil Kumar Jain (DIN 00022573) who was appointed as an Independent Director of the Company and who holds office of Independent Director up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under section 149 (6) of the Act, is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re – appointment for a second term under the provisions of

the Act and the rules made thereunder and SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company i.e. up to the conclusion of the 32nd Annual General Meeting of the company."

5. To approve the appointment of Mr Sunil Kumar Shrivastava (DIN 00259961) as Managing Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules , 2014 [including any statutory modification(s) or re – enactment(s) thereof for the time being in force] approval of the members be and is hereby accorded to appoint Mr Sunil Kumar Shrivastava (DIN 00259961) (Mr. Shrivastava) as Managing Director of the company for a term of five years w.e.f. August 12, 2019 without remuneration.

RESOLVED FURTHER THAT Mr Shrivastava, Managing Director be entrusted to carry out day to day affairs of the company and such other duties & functions as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Directors of the company for the time being, be and are hereby severally authorised to do such acts / deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board/-

For Universal Office Automation Limited

Place : Noida

Naina Luthra

Date : August 12, 2019

Company Secretary

Notes:

1. The register of members and the share transfer books of the Company will remain closed from Friday 20th September, 2019 to Wednesday 25th September, 2019 (both days inclusive) for the purpose of Annual General meeting of the Company.

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.

2. 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.
 3. 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.
 4. The Members are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agents for shares held in physical mode at the address given below:-

M/s. Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110 020. Tel.: +91 11 26812682 (10 Lines) | Fax: +91
11 26812683
Web : www.skylinerta.com

The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.
 5. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
 6. 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.
 7. Electronic copies of the Notice of 27th 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 2019 is being sent through permitted mode.
 8. 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.
 9. 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 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.
 10. 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. Accordingly, members who have not yet converted their shareholding into the electronic form 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.
 11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 12. 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"
 - 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 22nd September, 2019 (9:00 am) and ends on 24th September, 2019 (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 i.e. 19th September, 2019, 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.
 - 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.
 - VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolutions. The Results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and the Company immediately after their declaration.
13. The route map showing directions to reach the venue of twenty seventh Annual General Meeting is enclosed as Annexure "B".
 14. Information about Directors seeking appointment /reappointment in the 27th Annual general Meeting to be held on Wednesday, the 25th September, 2019 (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". Details of Directors seeking appointment/re-appointment at the 27th Annual General Meeting scheduled to be held on Wednesday, the 25th September, 2019 (Pursuant to sub regulation (3) of Regulation 36 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II on General Meetings.

Annexure "A"

Name of Director	RAVISHANKAR SUBRAMANIAN PADI	SUSHIL KUMAR JAIN	SUNIL KUMAR SHRIVASTAVA
Date of Birth & Age	03.09.1952 & 66 yrs	30.04.1963 & 56 yrs	15.01.1961 & 58 yrs
Date of Appointment	10-09-2005	20-12-2006	31-03-2017
Terms and Conditions of appointment	Independent; Non -Executive Director	Independent; Non -Executive Director	Managing Director
Details of remuneration	Nil	Nil	Nil
Disclosure of relationship between Directors and inter-se	None	None	None
Nature of expertise in specific functional areas	Adequate Knowledge & experience in the realm of Finance & Accounts.	He is Company Secretary by profession & has sound Knowledge of the Legal & Secretarial functions.	Adequate Knowledge & experience in the realm of Legal & Secretarial Compliances.
Qualifications	B Com	CWA, CS & LLB	MBA & LLB
Board Memberships of other Companies	1. International Data Management Limited	Nil	1. International Data Management Limited 2. First Stonex Limited 3. HCL Infosolutions Limited 4. HCL Employees Investment Co. Ltd 5. Pimpri Chinchwad eServices Limited 6. South Asian Computers Limited 7. Guddu Investments (Delhi) Private Limited 8. Esthetic Infra-Developers Private Limited 9. Buoyant Infra- Developers Private Limited 10. Cityframe Infra -Developers Private Limited
Names of Listed entities in which person also holds Directorships	1. International Data Management Limited	Nil	International Data Management Limited
Names of Listed entities in which person also holds memberships of Committees of the Board	1. International Data Management Limited: a. Audit Committee - member b. Nomination & Remuneration Committee - member c. Stakeholder Relationship Committee - member d. CSR Committee - member	Nil	1. International Data Management Limited: a. Audit Committee - member b. Nomination & Remuneration Committee - member c. Stakeholder Relationship Committee - member d. CSR Committee - member
Number of shares held in the Company as on date	NIL	Nil	Nil
Brief Resume of the Director	Ravishankar Subramanian Padihas approx. 40 yrs of experience in the realm of Finance & Accounts.	Sushil Kumar Jain is a company secretary having approx. 30 yrs of experience in the area of secretarial & legal compliances.	Sunil Kumar Srivastava has experience of approx. 29 years in the realm of Legal & Secretarial Compliances.

By Order of the Board/
For Universal Office Automation Limited
Naina Luthra
Company Secretary

Place : Noida
Date : August 12, 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

Item No 3

Mr Ravishankar Subramanian Padi (DIN 00016364) ('Mr Ravishankar'), was appointed as independent director of the company by the members of the company at the 22nd Annual General Meeting of the company for a period of five years commencing from the date of appointment. Accordingly, the period of his office is expiring at the conclusion of the ensuing Annual General Meeting.

In accordance with the provision of section 149 (10) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 an independent director can be appointed for a term of five years. However, the director shall be eligible for re appointment for a period of further five years on passing of special resolution by the members of the company.

Based on the recommendation of the Nomination & Remuneration Committee, the board of directors at its meeting held on August 12, 2019 has recommended re – appointment of Mr Ravishankar Subramanian Padi (DIN 00016364) for second term of five years as an independent director of the company

Mr Ravishankar, being eligible for re appointment, has consented to act as Independent Non - Executive Director in the company for a further term of five years commencing from the conclusion of the ensuing Annual General Meeting. Mr Ravishankar has provided consent to act as Director of the company alongwith the declaration of independence under section 149 (7) of the Act .

Further, pursuant to section 160 (1) of the Act, the board has received notice from HCL Corporation Pvt Ltd (member of the company) proposing appointment of Mr Ravishankar Subramanian Padi (DIN 00016364) on the board of directors of the company.

A brief profile of Mr Ravishankar is enclosed with this notice as Annexure A.

Except Mr Ravishankar, none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 3 of the notice

The Board of Directors recommend the resolution as set out under Item No 3 for approval of the members to be passed as a special resolution

Item No 4

Mr Sushil Kumar Jain (DIN 00022573), was appointed as independent director of the company by the members of the company at the 22nd Annual General Meeting of the company for a period of five years commencing from the date of appointment. Accordingly, the period of his office is expiring at the conclusion of the ensuing Annual General Meeting.

In accordance with the provision of section 149 (10) of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulation

2015 an independent director can be appointed for a term of five years. However, the director shall be eligible for re appointment for a period of further five years on passing of special resolution by the members of the company.

Based on the recommendation of the Nomination & Remuneration Committee, the board of directors at its meeting held on August 12, 2019 has recommended re – appointment of Mr Sushil Kumar Jain (DIN00022573),for second term of five years as an independent director of the company

Mr Sushil Kumar Jain, being eligible for re appointment, has consented to act as Independent Non - Executive Director in the company for a further term of five years commencing from the conclusion of the ensuing Annual General Meeting. Mr Sushil Kumar Jain has provided consent to act as Director of the company alongwith the declaration of independence under section 149 (7) of the Act .

Further, pursuant to section 160 (1) of the Act, the board has received notice from HCL Corporation Pvt Ltd (member of the company) proposing appointment of Mr Sushil Kumar Jain on the board of directors of the company.

A brief profile of Mr Sushil Kumar Jain (DIN 00022573) is enclosed with this notice as Annexure A.

Except Mr Sushil Kumar Jain, none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 4 of the notice

The Board of Directors recommend the resolution as set out under Item No 4 for approval of the members to be passed as a special resolution.

Item No 5

Pursuant to recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 12, 2019 appointed Mr. Sunil Kumar Shrivastava (DIN 00259961) (Mr Shrivastava) as Managing Director of the company for a term of five years, without remuneration.

As per the provisions of Section 196 of the Companies Act, 2013 the aforesaid appointment is subject to approval of the members of the company. Accordingly, the Board recommends resolution set out in item No 5 for approval by way of passing an ordinary resolution by the members at this annual general meeting.

Mr Sunil Shrivastava, Managing Director shall be entrusted with powers to manage day to day affairs of the company and shall be vested with such duties and functions as may be decided by the Board of Directors from time to time.

Mr. Shrivastava has adequate knowledge in the realm of Legal & Corporate Secretarial having experience of approx. 29 yrs. A brief profile of Mr Shrivastava is attached herewith this notice as Annexure A.

Except Mr Shrivastava, none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 5 of the notice

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: _____

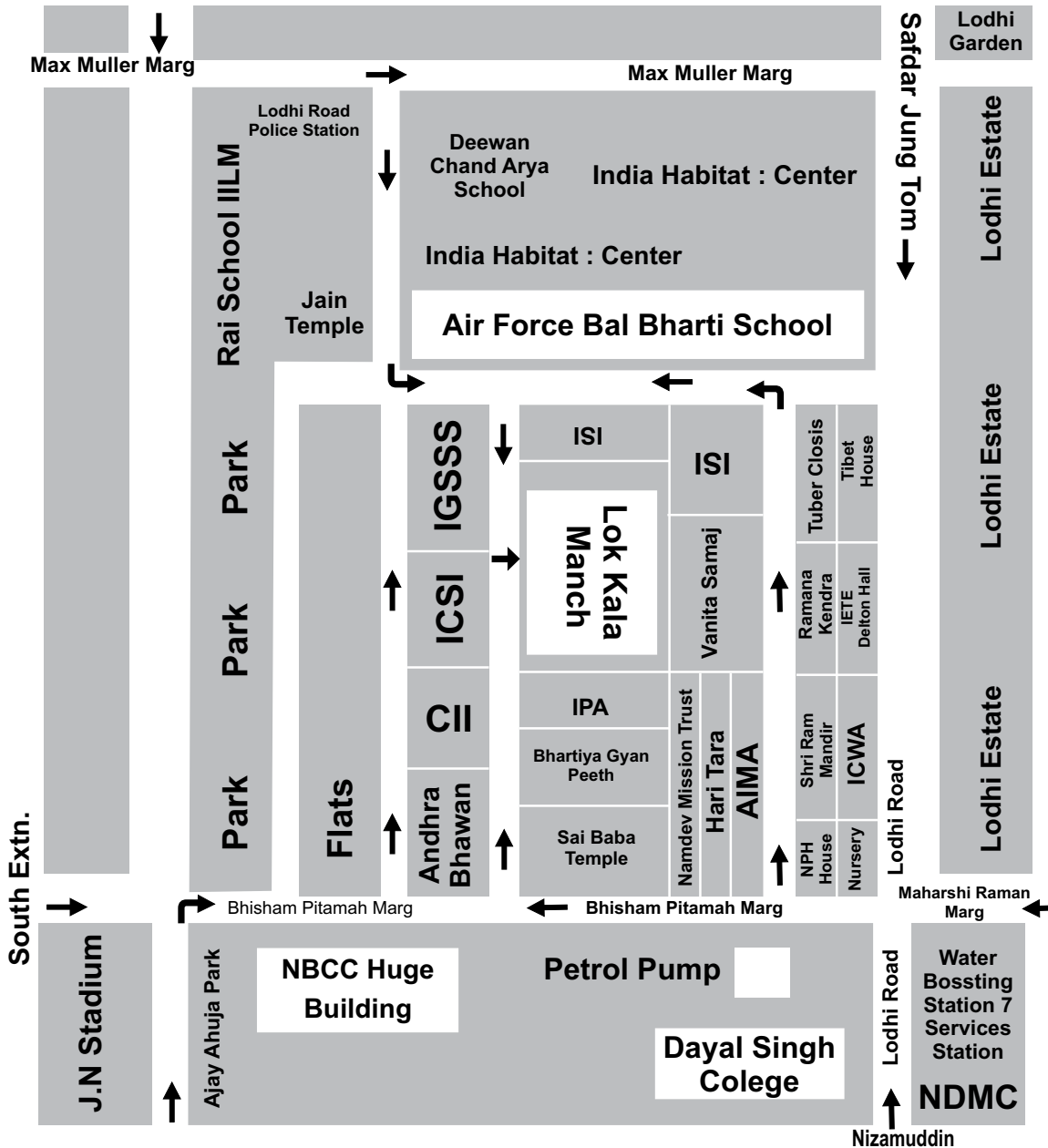
Signature: _____

Name: _____

(Shareholder)

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

ROUTE MAP



UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

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

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

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

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

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

Dp id*	
Client id*	

Folio No	
No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I/we have recorded my/our presence at the 27th ANNUAL GENERAL MEETING of the Company held on Wednesday, September 25, 2019 at 3:30 p.m at Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi – 110003

*Applicable for investors holding shares in electronic form

**PROXY FORM**

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

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

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

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

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

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

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th **Annual General Meeting** of the Company, to be held on Wednesday, September 25, 2019 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:

Sl No.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Director's Report, Audited Financial Statements for the year ended 31st March, 2019 and Auditor's Report thereon		
2.	To appoint a Director in place of Ms Rita Gupta (DIN 00899240), who retires by rotation and being eligible has offered for re-appointment.		
3.	To re-appoint Mr Ravishankar Subramanian Padi (DIN 00016364) as an Independent Director and in this regard, pass as a Special Resolution:		
4.	To re-appoint Mr Sushil Kumar Jain (DIN 00022573) as an Independent Director and in this regard, pass as a Special Resolution:		
5.	To approve the appointment of Mr Sunil Kumar Shrivastava (DIN 00259961) as Managing Director and in this regard, pass as an Ordinary Resolution		

* Applicable for investors holding shares in electronic form.

Signed this day of.....2019



(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.