

CORPORATE INFORMATION

Board of Directors	Kul Bhushan Rattan P.S. Ravishankar Sushil Kumar Jain Rita Gupta
Chief Financial Officer	Suresh Chand Sharma
Company Secretary	Preeti Saxena
Auditors	S. D. Chopra & Associates
Registered Office	806, Siddharth, 96, Nehru Place, New Delhi - 110 019
Corporate Office	E-4, 5, 6, Sector XI, Noida Distt. Gautam Budh Nagar (U.P.)
Registrar & Share transfer Agents	M/s. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I New Delhi - 110020

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NOTICE**UNIVERSAL OFFICE AUTOMATION LTD.****CIN: L34300DL1991PLC044365****REGD. OFFICE : 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI 110019**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Company will be held on Monday, the 22nd September, 2014 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Financial Statements as at 31st March, 2014 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kul Bhushan Rattan, Director (DIN: 02354602) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants the retiring Auditors are eligible for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus service tax, out-of-pocket, expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESSES:

4. To appoint Ms. Rita Gupta (DIN:00899240) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms.Rita Gupta (DIN:00899240), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive/Non independent Director of the Company whose office shall be liable to retirement by rotation.

5. To appoint Mr.Sushil Kumar Jain (DIN:00022573) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.Sushil Kumar Jain (DIN:00022573), a non-executive/Independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

6. To appoint Mr.P.S.Ravishankar (DIN - 00016364) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Mr.P.S.Ravishankar (DIN - 00016364) ,a non-executive/Independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019."

By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365

Preeti Saxena
Company Secretary
Noida
13th August, 2014
Email: investoroa@hcl.com

Notes:

1. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in

substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

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

- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED. THE PROXY FORM DULY FILLED IN AND SIGNED ACROSS THE REVENUE STAMP OF Re 1. SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
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 Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 19th day of September 2014 to Monday, the 22nd day of September 2014 (both days inclusive) for the purpose of Annual General 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, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi-110020
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. Relevant documents referred to in the accompanying Notice and the Statement 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 mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA M/s. Skyline Financial Services Private Limited at D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

12. Voting through electronic means

- a) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement, a member may exercise his right to vote by electronics means (e-voting) in respect of the resolution contained in this notice.
- b) The Company is providing facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- c) Mr. K.O.Siddiqui, Practicing Company Secretary (Membership No. FCS 2229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) Members are requested to carefully read the instructions for e-voting before casting their vote.
- e) The e-voting facility shall be available during the following voting period after which the portal will be blocked and shall not be available for e-voting.

Commencement of e-voting	From 9.00 a.m (IST) on Wednesday, September 17th, 2014
End of e-voting	Upto 06.00 p.m (IST) on Thursday, September 18, 2014

- f) The cut off date (i.e. the record date for the purpose of e-voting is August 14, 2014.

Instructions for e-voting:

1. The Notice of the 22nd Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/ Depository Participants. For members who have not registered their email address, can use the details as provided in this document.

3. Open the internet browser and type the following URL: www.evoting.nsdl.com
 4. Click on Shareholder-Login
 5. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for the Login.
 6. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 7. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.
 8. Select "EVEN (Electronic Voting Event Number)" of UNIVERSAL OFFICE AUTOMATION LIMITED.
 9. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
 10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 11. Upon confirmation, the message "Vote cast successfully" will be displayed.
 12. Once you have voted on the resolution, you will not be allowed to modify your vote.
 13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at primekoss@hotmail.com with a copy marked to evoting@nsdl.co.in.
- Thursday, 18th September, 2014 (6:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14/08/2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e.14th August, 2014.
 5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August 2014 and not casting their vote electronically, may only cast their vote at the 22nd Annual General Meeting.
 6. Mr. K.O.Siddiqui, Practicing Company Secretary (Membership No. FCS 2229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 7. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock 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.
 8. The Results shall be declared on or after the 22nd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website :www.uniofficeautomation.com and on the website of NSDL within two (2) days of passing of the resolutions at the 22nd Annual General Meeting of the Company on 22nd September 2014 and communicated to BSE Ltd where the shares of the Company are listed.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on Wednesday, 17th September, 2014 (9:00 A.M.) and ends on

Annexure "A":-

1. Details of Directors as on March 31, 2014 seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on Monday, 22nd September, 2014 (Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement)

Name of Director	Mr. Kul Bhushan Rattan (DIN - 02354602)	Mr. Sushil Kumar Jain (DIN - 00022573)	Mr. P.S. Ravishankar (DIN - 00016364)	Ms. Rita Gupta (DIN - 00899240)
Date of Birth	04.06.1954	30.04.1963	03.09.1952	21.10.1962
Date of Appointment	30.07.2012	20.12.2006	10.09.2005	13.08.2014
Relationship with Directors	None	None	None	None
Expertise in specific functional area	Wide experience of about 30 yrs in Finance and Accounts	Wide experience of about 26 yrs in Secretarial and Accounts	Wide experience of about 35 yrs in Finance and Accounts	Vast knowledge and expertise in the area of Corporate Finance.
Qualifications	B.Com	Associate Member of Institute of Company Secretaries of India and Institute of Costs and Works Accountants of India	B.Com	Associate Member of the Institute of Chartered Accountants of India
Board Memberships of other Companies as on 31st March, 2014	NIL	1. RMA Software Parks Private Limited 2. Nokia HCL Mobile Internet Services Limited	1. International Data Management Limited 2. First Stonex Limited	1. HCL Technologies Solutions Limited 2. Vama Sundari Investments (Pondi) Private Limited
Chairman/Member of the Committee of Board of Directors as on 31st March, 2014	NIL	NONE	NONE	NONE
Chairman/Member of the Committee of Board of Directors of the other Companies as on 31st March, 2014 a) Audit Committee b) Shareholders' Grievance Committee c) Compensation Committee d) Other Committee	NONE	NONE	NONE	NONE
Number of shares held in the company as on date	NIL	NIL	NIL	NIL
Brief Profile of the Directors	Has rich experience of around 38 yrs in Accounts, Finance & Commercial related activities.	Has rich experience of handling, restructuring of business, Fund raising i.e. QIP, Right and preferential issues etc besides handling Secretarial and Accounts Function.	Wide experience of about 35 yrs in Finance and Accounts	She has vast Knowledge and expertise in the area of Corporate Finance

14. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants New Delhi were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 17th September, 2013.

This may be noted that the Auditors of the Company M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants has been Auditors of the Company since the incorporation of the Company. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 13th August, 2014, proposed the appointment of M/s. S.D. Chopra & Associates (FRN No 003789), Chartered Accountants., as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 3 for approval by the Members.

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

Item No. 4

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors have proposed that Ms.Rita Gupta be appointed as a Non-Executive/Non independent Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms.Rita Gupta for the office of Director of the Company.

Ms.Rita Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director whose office shall be subject to retirement by rotation.

She holds "nil" equity shares in the Company.

Brief resume of Ms.Rita Gupta :-

Ms. Rita Gupta is an Associate member of the Institute of Chartered Accountants of India and has vast knowledge and expertise in the area of Corporate Finance. Her appointment on the board of directors would bring new avenues for future growth and prospects of the company.

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No 5 & 6

Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar are Independent Directors of the Company and has held the position as such more than Five years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a listed Company.

It is proposed to appoint Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold Office for 5 (Five)

consecutive years for a term upto the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019 whose office shall not be subject to retirement by rotation as stipulated under Section 152 of the Companies Act, 2013.

Brief resume of Mr. Sushil Kumar Jain & Mr. P.S. Ravishankar:-

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

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

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar for the office of Director of the Company.

Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director.

The Company has also received declarations from Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar that they meets with criteria of independence as prescribed both under sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Brief resume of Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is also provided in the Corporate Governance report forming part of the Annual Report.

The statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar may be deemed to be interested in the resolution set out respectively at Item No 5&6 .

The shareholding of Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar is NIL in the Company.

The Board recommends the Resolution at Item No. 5 & 6 for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 5& 6 of the Notice.

By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365

Preeti Saxena
Company Secretary

Regd. Office: 806, Siddhartha,
96, Nehru Place, New Delhi-110019
Email: investoroa@hcl.com

Noida
13th August, 2014

DIRECTORS' REPORT

To the Members,

The Directors of your Company herewith present the Twenty Second Annual Report together with the Financial Statements for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

	(₹ in lacs)	
	2013-14	2012-13
1. Sales and other income	19.05	42.55
2. Profit/Loss before Interest, Depreciation and Tax	6.68	20.86
3. Finance Charges	0.00	0.00
4. Depreciation	1.45	2.10
5. Profit/(Loss) before Tax	5.23	18.76
6. Provision for Taxation	1.00	3.57
7. Net Profit/(Loss) after tax for the current year	4.23	15.19
8. Capital Reserve	297.63	297.63
9. Securities Premium Reserve	333.37	333.37
10. Closing Balance (Profit & Loss Account)	(2394.64)	(2398.87)
11. Balance of Profit (Loss) carried forward to next year	(1763.64)	(1767.87)

PERFORMANCE

The other income of the Company was ₹ 19.05 Lacs as against ₹ 42.55 Lacs in the previous year. The profit for the year ended 31st March, 2013 was ₹ 4.23 Lacs as against profit of ₹ 15.19 Lacs in the previous year.

DIVIDEND

In order to conserve the resources of the Company, your Directors do not recommend any dividend for the year 2013-14.

FIXED DEPOSITS

As on 31st March, 2014, there was no unclaimed deposit.

DIRECTORS

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

himself for re-appointment in accordance with the provisions of Companies Act, 2013.

Pursuant to provisions of Section 149 (1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Keeping in view the above legal requirements, the Board of Directors have proposed the appointment of Ms.Rita Gupta as an Non-Executive/Non independent Director of the Company.

Ms Rita Gupta was appointed as an Additional Director designated as an Non-Executive/Non independent Director w.e.f 13th August, 2014 pursuant of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and she shall hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing appointment of Ms. Rita Gupta as Non-Executive/Non independent Director.

Mr.Sushil Kumar Jain & Mr.P.S.Ravishankar are also proposed to be appointed as Independent Directors pursuant to Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold Office for 5 (Five) consecutive years from the conclusion of ensuing AGM. The Office of Independent Director is not liable to retire by rotation.

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

The brief resume of the Directors being appointed / reappointed, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships / Chairmanships, their shareholdings etc., are furnished in the explanatory statement to the notice of the ensuing Annual General Meeting & Corporate Governance Report.

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirm that:

Directors' Report (contd...)

- i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that 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, 2014 and of the profit of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

AUDITORS AND AUDITORS' REPORT

The Auditors of the Company, M/s. S.D. Chopra & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment as Statutory Auditors for the financial year 2014-15.

Your Directors recommend their reappointment. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be within the prescribed limits under Section 143(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under the Company has received certificate dated April 2, 2014 from the Auditor to the effect, inter-alia that their reappointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such re-appointment under the provisions of applicable laws and also there is no proceeding against them with respect to professional matter of conduct.

The notes on Financial Statements referred to in the Auditors' Report is self explanatory and do not call for any further comments.

Your Directors recommend their reappointment

PARTICULARS OF EMPLOYEES

During the year, there were no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

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

The requisite certificate from the Auditors' of the Company confirming compliance with the conditions of corporate governance on corporate governance as stipulated under Clause 49, is attached to the Report on corporate governance.

ACKNOWLEDGEMENT

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

On behalf of the Board of Director

13th August,
2014
Noida

Kul Bhushan Rattan
Managing Director
(DIN-02354602)

Sushil Kumar Jain
Director
(DIN-00022573)

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is conscious of its responsibility towards good corporate governance. The Company also believes that it is necessary to be fair, transparent and equitable treatment to all stakeholders comprising Shareholders, creditors, financiers and the like to achieve the goals of the Company. The Company is committed to maintain the highest standards of Corporate Governance.

2. BOARD OF DIRECTORS:

- (i) As on 31st march, 2014 Universal Board consists of 3 Directors out of which one is Executive and two are non executive / independent Directors.
- (ii) As mandated by Clause 49, none of the Directors is a member of more than ten Board level Committees or Chairman of more than five committees across Companies in which he is Director.
- (iii) The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of Directorships and Committee Chairmanship / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/ Membership of Board Committees include only Audit and Stakeholders Relationship Committees.

Names	Category	No. of Board Meetings		Whether attended last AGM held on 17 th September, 2013	No. of Directorships in other public companies		No. of Committee positions held in other public companies	
		Held	Attended		Attended	Chairman	Member	Chairman
Mr. Kul Bhushan Rattan	Executive Director	4	4	Yes	-	NIL	-	-
Mr. Sushil Kumar Jain	Independent & Non-Executive Director	4	4	Yes	-	2	-	-
Mr. P.S. Ravishankar	Independent & Non-Executive Director	4	Nil	No	-	2	-	-
Ms. Rita Gupta*	Non-Independent & Non Executive	4	-	-	-	2	-	-

* Appointed as Additonal Director w.e.f. from 13th August, 2014

- (iv) Four Board Meetings were held during the year and the gap between two meetings did not exceed four months as stipulated under Clause 49 of the listing agreement. The dates on which the Board Meetings were held are as follows:
29th May, 2013, 12th August, 2013, 12th November, 2013 and 12th February, 2014.
- (v) None of the Executive/Non - Executive Directors has any material pecuniary relationship or transactions with the Company.
- (vi) Necessary information as mentioned in Annexure 1A to Clause 49 of the listing agreement has been placed before the Board for their consideration.
- (vii) A note on brief profile , Educational qualification and work experience of the Directors is as follows :

Mr.Kul Bhushan Rattan (DIN - 02354602) is a Commerce Graduate and has rich experience of about 38 yrs in Finance and Accounts

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.

Report on Corporate Governance (contd...)

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

Ms. Rita Gupta (DIN - 00899240) appointed as Additonal Director w.e.f. from 13 August, 2014 is an Associate member of the Institute of Chartered Accountants of India and has vast knowledge and expertise in the area of Corporate Finance.

3. AUDIT COMMITTEE:

- (i) The Audit Committee of the Company was constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges and renamed as per the provision of Section 177 of the Companies Act, 2013. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and ensure the integrity and quality of financial reporting and internal controls.
- (iii) The composition, powers, roles and the terms of reference of the Committee are in terms of the requirement of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All the committee members have reasonable knowledge & expertise of finance and accounting.
- (iv) The current composition of the Audit Committee and details of meetings attended by its members are given below:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr.P.S.Ravishankar	ID/NE	Chairman	4	Nil
Mr. Sushil Kumar Jain	ID/NE	Member	4	4
Mr. Kul Bhushan Rattan	Executive	Member	4	4

- (v) The Committee met 4 times during the financial year 2013-14 on the following dates :
29th May, 2013, 12th August, 2013, 12th November, 2013 and 12th February, 2014.
- (vi) The previous Annual General Meeting of the Company was held on 17th September, 2013 and it was not attended by Mr. P.S.Ravishankar, the Chairman of the Committee.
- (vii) Compensation policy for Executive/Non - Executive Directors (NEDs): - neither remuneration nor sitting fees is paid to the Directors.

4. NOMINATION AND COMPENSATION COMMITTEE

- (i) As no remuneration is paid to the Directors, no remuneration committee has been set up.
- (ii) None of the Directors of the Company held any share of the Company as on March 31, 2014.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

- (i) The Shareholders/Investor Grievance Committee has been renamed as per the provision of Section 178 of Companies Act, 2013
- (ii) The Board has constituted Stakeholders Relationship Committee to ensure cordial investor relation and oversees the mechanism for redressal of investors grievances. The Committee specifically look into redressing

Report on Corporate Governance (contd...)

Shareholders/Investors complaints /grievances pertaining to share transfers, non receipt of annual, reports and other allied complaints.

- (iii) The composition of the Stakeholders Relationship Committee and the details of meeting attended by its members are given below:

Names	Category	No of Meetings	
		Held	Attended
Mr. Sushil Kumar Jain (Chairman)	Independent, Non Executive	4	4
Mr.P.S.Ravishankar (Member)	Independent, Non Executive	4	Nil
Mr. Kul Bhushan Rattan (Member)	Executive	4	4

- (iv) The Committee met 4 times during the financial year 2013-14 on the following dates:

29th May, 2013, 12th August, 2013, 12th November, 2013 and 12th February, 2014.

- (v) Name, designation and address of Compliance Officer:

Ms.Preeti Saxena
Company Secretary
Universal Office Automation Limited
E- 4, 5, 6, Sector 11, Noida
Tel: 0120-2526490 / Fax: 0120-2525196

- (vi) During the year, the company has not received any complaint from any regularity authority. No complaints were pending either at beginning or at the end of the year. There were no shares pending for transfer as on 31st March, 2014.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR Committee)

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

6. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
2010-11	20 th September, 2011	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2011-12	20 th September, 2012	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2012-13	17 th September, 2013	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi

- ii) Postal Ballot: During the year no resolution has been passed through postal ballot.

- (iii) There are no special resolutions passed at any last 3 AGMs.

7. 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.

Report on Corporate Governance (contd...)

- ii) The Company has complied with the requirements of the stock Exchanges / SEBI / any Statutory Authority on all matters related to capital markets during the last three years. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authorities relating to the above.
- iii) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has further complied with para (4) of annexure - 1D to Clause 49 as the Statutory Financial Statements of the Company are unqualified.
- 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) The company has voluntarily appointed M/s Siddiqui & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year ended March 31, 2014, who has submitted his report confirming the compliance with all the applicable provisions of the various corporate laws.

8. MEANS OF COMMUNICATION:

- a. At present quarterly/ half yearly reports are not being sent to each household of shareholders.
- b. The quarterly/ half yearly/ annual accounts results are published in the English and Hindi Newspapers.
 - Which newspaper normally published in Financial Express (English), Jansatta (Hindi)
 - Any website where displayed Yes www.uniofficeautomation.com
 - Whether it also displays official news release No
 - whether presentations made to institutional Investors or to analyst No

9. GENERAL SHAREHOLDERS' INFORMATION:

- (i) Annual General Meeting :

Day & Date	Time	Venue
Monday, September 22 nd 2014	3.30 p.m.	Air Force Auditorium Subroto Park NewDelhi
(ii) Financial Calendar (tentative) for the year 2014-15:		
Adoption of Results for the quarter ending 30 th June, 2014		13 th August, 2014
Adoption of results for the quarter ending 30 th September, 2014		14 th November, 2014
Adoption of results for the quarter ending 31 st December, 2014		30 th January, 2015
Adoption of Audited Results for the financial year ended 31 st March, 2015		30 th May, 2015
(iii) Dates of Book Closure		
		Friday, the 19 th day of September, 2014 to Monday, the 22 nd day of September, 2014 (both days inclusive)
(iv) Dividend Payment Date		
		Not Applicable (No dividend was recommended by the Board of Directors during the financial year)
(v) Listing on Stock Exchanges		
		The Stock Exchange, Mumbai Listing fees for the financial year 2014-15 has been paid.
(vi) Stock Codes/ Symbol :		
The Bombay Stock Exchange Ltd.	:	Electronic form - 523519

Report on Corporate Governance (contd...)

(vii) Market price data:

Month	Company's Share Price		BSE Index	
	High (₹)	Low (₹)	High	Low
APRIL, 2013	1.65	1.44	19622.68	18144.22
MAY, 2013	2.31	1.60	20443.62	19451.26
JUNE, 2013	1.84	1.46	19860.19	18467.16
JULY, 2013	1.60	1.27	20351.06	19126.82
AUGUST, 2013	1.90	1.55	19569.20	17448.71
SEPTEMBER, 2013	2.17	1.95	20739.69	18166.17
OCTOBER, 2013	2.07	1.55	21205.44	19264.72
NOVEMBER, 2013	1.65	1.32	21321.53	20137.67
DECEMBER, 2013	1.57	1.22	21483.74	20568.70
JANUARY, 2014	2.74	1.40	21409.66	20343.78
FEBRUARY, 2014	3.49	2.79	21140.51	19963.12
MARCH, 2014	3.31	3.13	22467.21	20920.98

(viii) **Registrar and Share Transfer Agents**

As per the provisions of the Listing Agreement entered with the Stock Exchange, Mumbai the Company has appointed M/s. Skyline Financial Services Private Limited as a Common Registrar and Share Transfer Agents for the shares of the Company held in both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Share Registrar and Transfer Agents at the address given below:

M/s. Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel: +91 11 26812682 (10 Lines), Fax: +91 11 26812683
Web: www.skylinerta.com

(ix) **Share Transfer System:**

Transfer of dematerialized shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer document can be lodged with M/s. Skyline Financial Services Private Limited at their address mentioned above.

The shares received in physical mode by the Company's Registrar and Share Transfer Agents are transferred within a period of 15 days from the date of receipt.

Report on Corporate Governance (contd...)

(x) (a) Distribution of Shareholding as on March 31, 2014:

No. of Equity shares	Shareholders		Total Shares	
	Number	%	Number	%
Upto 500	11590	92.49	921452	6.29
5001-10000	491	3.92	426364	2.91
10001-20000	217	1.73	344833	2.35
20001-30000	65	0.52	172602	1.18
30001-40000	39	0.31	138932	0.95
40001-50000	34	0.27	162097	1.11
50001-100000	42	0.34	310195	2.12
100001 and above	53	0.42	12176211	83.10
Total	12531	100.00	14652686	100.00

(b) Shareholding pattern as on March 31, 2014

Category	No. of shares	Percentage
Promoters / Promoters Group	9,489,173	64.76
Mutual Funds / UTI	3,382	0.02
Financial Institutions / Banks	63,882	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	1,017,069	6.94
Indian Public	4,030,355	27.51
NRI / OCBs	48,825	0.33
GRAND TOTAL	14,652,686	100.00

(xi) Dematerialization of shares

The shares of the Company are compulsorily traded in dematerialised form and are available for trading on both the depositories in India i.e. NSDL & CDSL. As on March 31, 2014, 92.96% equity shares of the Company are held in dematerialised form. The Company's shares are regularly traded on the BSE in electronic form.

Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE 951CO1012

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

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

(xiv) Address for Correspondence:

The shareholders may address their communication/ suggestions/ grievances/ queries to the Registrar and Share Transfer Agents at the address mentioned above, or to:

The Company Secretary
Universal Office Automation Ltd.
E - 4, 5, 6, Sector - XI, NOIDA (U.P.) - 201 301.
Tel. No.: 0120-2526490, Fax: 0120-2525196
Email: investoroa@hcl.in
Website: www.uniofficeautomation.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As the Company could not take any business activity during the year under review, there is nothing significant to be reported as Management Discussion & Analysis.

DISCLOSURES:**1. Related Party Transactions:**

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

2. Disclosures of accounting treatment in preparation of financial statements:

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

3. Details of non - compliance by the Company:

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

4. CEO /CFO certification

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

CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CEO / CFO Certificate under Clause 49 (V)

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, 2014 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.

Noida
May 30, 2014

(Suresh Chand Sharma)
Chief Financial Officer

(Kul Bhushan Rattan)
Managing Director

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, 2014, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchange.
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 state that in respect of investor grievances. the Registrar and Share Transfer Agents of the Company has maintained the relevant records and certify that as on March 31, 2014 there was no investor grievances pending against the Company for a period exceeding one month.
5. 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.

Place : New Delhi
Date : 30th May, 2014

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

Auditors' Report

Independent Auditor's Report To

The Members of Universal Office Automation Limited

1. **Report on the financial statements:** We have audited the accompanying financial statements of Universal Office Automation Limited, which comprise the Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.
2. **Management's responsibility for the financial statements:** Management is responsible for the preparation of these financial statements that gives a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.
3. **Auditor's Responsibility:** Our responsibility is to express an opinion on these financial statement based on our audit. Except as matters stated in paragraph 4 below, we conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and

the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. **We draw attention to:**
 - a) Sub note (g) of Note 2.1 regarding Deferred tax assets.
 - b) Note 24: Though the company has incurred losses far in excess of paid up capital and reserves, since the director's are looking for right opportunity to explore the similar line of business of activity, the directors consider that it is appropriate to prepare, the financial statements on going concern basis.
5. **Opinion:** Subject to the matters stated in paragraph 4, in our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - b. in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
 - c. in the case of the Cash Flow Statement, of the cashflow for the year ended on that date.
6. **Report on other legal and regulatory requirements**
 1. As required by the Companies(Auditor's Report) Order, 2003 ("the Order") issued by the Central government of India in terms of sub section (4A) of Section 227 of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b. In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
- c. The Balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of accounts.
- d. In our opinion, the balance sheet, statement of profit and cash flow statement comply with the accounting standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956.
- e. On the basis of written representations received from the directors as on March 31, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31, March, 2014 from being appointed as a director in terms of clause (g) of subsection of Section 274 of the Companies Act, 1956

For S.D. Chopra & Associates
Chartered Accountants

S.D. Chopra
Proprietor

Place: New Delhi Membership No. 82537
Date: 30th May, 2014 Firm Registration No. 003789N

Annexure to the Auditor's Report

Annexure referred to in in our report to the member of Universal Office Automation Limited('the Company') for the year ended 31, March, 2014. We report that

1. i. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - ii. The physical verification of the fixed assets has not been carried out during the year.
 - iii. None of the fixed assets have been disposed off during the year.
2. The company has no inventory at the end of the year.
3. i. According to the information and explanations given to us the company has not taken any loans secured or unsecured from the firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
 - ii. The company has not granted any loans secured or unsecured to the firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. i) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.
 - ii) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The company has not accepted fixed deposits from the public during the year and there is no balance outstanding as at 31st March, 2014.
7. There were no internal audit systems in operation during the year. However, the company has internal control system which, in our opinion, is adequate in relation to the size of the company.
8. The Central Government has not prescribed the maintenance of cost records by the company under Section 209(1)(d) of the Companies Act, 1956 for any of its products.
9. i) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sale tax, wealth tax, service tax, cess and other statutory dues applicable to it.
 - ii) According to the information and explanations given to us, no undisputed amounts payable

in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were outstanding, as at 31st March, 2014 for a period of more than six months from the date they become payable.

iii) According to the information and explanations given to us, the dues of Sales Tax, Customs Duty, Excise Duty which have not been deposited on account of any dispute and the forum where the dispute is pending are as under:

Name of the statute	Nature of the dues	Amount [₹ in lacs]	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.83	Collector of Central Excise
Customs Act, 1962	Custom Duty	49.96	Supreme Court
Sales Tax & various other Acts	-	241.00	Collector of Custom
		30.44	Sales Tax Tribunal
		55.00	Dy. Commissioner/Commissioner(Appeal)

10. In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company do not have any borrowings from financial institutions, bank or debenture holders.
12. The company has not granted any loans and advances on the basis of security by way of pledge of share etc.
13. Provisions of any special statute applicable to chit funds are not applicable to the company.
14. The company is not dealing or trading in shares, securities, debentures and other investments.
15. The company has not given any guarantee for loans taken by others from the banks or financial institutions.
16. The company has not raised any term loan during the year.
17. Based on our examination and in our opinion the company has not raised any short term/long term funds during the year.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The company has not issued any debentures during the year.
20. The company has not made any public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For S.D. Chopra & Associates
Chartered Accountants

S.D. Chopra
Proprietor

Place: New Delhi Membership No. 82537
Date: 30th May, 2014 Firm Registration No. 003789N

Balance Sheet as at March 31, 2014

	Notes	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
EQUITY AND LIABILITIES			
1 Shareholders' Funds:			
(a) Share Capital	3	1465.27	1465.27
(b) Reserves and Surplus	4	-1763.64	-1767.87
2 Non-current liabilities:			
(a) Trade Payables	7	200.53	188.81
(b) Long term provisions	5	1.45	1.45
3 Current Liabilities:			
(a) Short Term Borrowings	6	313.89	313.89
(b) Trade Payables	7	1.82	11.83
(c) Other Current Liabilities	8	56.38	56.47
Total		275.70	269.85
ASSETS			
1 Non-Current Assets:			
(a) Fixed Assets	9		
(i) Tangible Assets		1.19	2.64
(b) Non-Current Investments	10	1.15	1.15
(c) Long Term Loans and Advances	11	87.07	72.56
(d) Trade Receivables	12	21.11	36.36
(e) Other Non Current Assets	13	109.68	109.68
2 Current Assets:			
(a) Trade Receivables	12	30.38	30.38
(b) Cash and Cash Equivalents	13	10.57	1.57
(c) Short-Term Loans and Advances	11	14.55	15.51
Total		275.70	269.85
Summary of significant accounting policies and Notes to financial statements	1 to 26		

As per our report of even date

The accompanying notes are an integral part of the financial statements

For and on behalf of Board

S.D. Chopra
Proprietor
 Membership No. 82537
 For and on behalf of
 S.D. Chopra & Associates
 Chartered Accountants
 Firm Registration No. 003789N
 New Delhi
 30th May, 2014

SUSHIL KUMAR JAIN
Director
 (DIN 0022573)

KUL BHUSHAN RATTAN
Managing Director
 (DIN 02354602)

PREETI SAXENA
Company Secretary

SURESH CHAND SHARMA
Chief Financial Officer

Profit and Loss Account for the year ended March 31, 2014

	Notes	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
Continuing Operations			
I	Revenue from operations	-	-
II	Other Income	14	42.55
III	Total Revenue (I + II)	<u>19.05</u>	<u>42.55</u>
IV Expenses			
	Finance Costs	15	0.17
	Depreciation and Amortization Expense	16	2.10
	Other Expenses	17	21.52
	Total Expenses	<u>13.82</u>	<u>23.79</u>
V	Profit before exceptional and extraordinary items and tax (III-IV)	<u>5.23</u>	18.76
VI	Exceptional items	-	-
VII	Profit before extraordinary items and tax (V-VI)	<u>5.23</u>	18.76
VIII	Extraordinary items	-	-
IX	Profit before tax (VII-VIII)	<u>5.23</u>	18.76
X	Tax Expense:		
	Current tax	1.00	3.57
	Deferred Tax	-	-
	Taxes for earlier years	-	-
XI	Profit/(Loss) for the year from continuing operations (IX-X)	<u>4.23</u>	<u>15.19</u>
Discontinuing Operations			
XII	Profit/(Loss) from discontinuing operations	-	-
XIII	Tax expense of discontinuing operations	-	-
XIV	Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)	<u>-</u>	<u>-</u>
XV	Profit (Loss) for the period (XI + XIV)	<u>4.23</u>	<u>15.19</u>
XVI	Earnings per equity share:	18	18
	Basic computed on basis of profit from continuing operations	0.029	0.104
	Diluted computed on basis of profit from continuing operations	0.029	0.104
Summary of significant accounting policies and Notes to financial statements		1 to 26	

As per our report of even date

The accompanying notes are an integral part of the financial statements

For and on behalf of Board

S.D. Chopra

Proprietor

Membership No. 82537

For and on behalf of

S.D. Chopra & Associates

Chartered Accountants

Firm Registration No. 003789N

New Delhi

30th May, 2014

SUSHIL KUMAR JAIN

Director

(DIN 0022573)

KUL BHUSHAN RATTAN

Managing Director

(DIN 02354602)

PREETI SAXENA

Company Secretary

SURESH CHAND SHARMA

Chief Financial Officer

Cash flow statement for the year ended March 31, 2014

	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
(A) Cash Flow from Operating Activities		
Net Profit/ (Loss) before tax and extra ordinary items from continuing operations	5.23	18.76
Adjustments for:		
Depreciation	1.45	2.10
Interest & other income	<u>(14.55)</u>	<u>(15.55)</u>
	<u>(13.10)</u>	<u>13.45</u>
Operating Profit/(Loss) before working capital changes	7.87	5.31
Adjustments for:		
Increase/(Decrease) in Trade receivables and Loans and Advances	2.38	(28.08)
Increase/(Decrease) in Trade payables and other Current Liabilities	<u>0.63</u>	<u>9.74</u>
	<u>3.01</u>	<u>(18.34)</u>
Cash generated from/(used in) operations	<u>(4.86)</u>	<u>(13.03)</u>
Direct tax paid	<u>0.69</u>	<u>(4.21)</u>
	<u>0.69</u>	<u>(4.21)</u>
Net Cash from/(used in) Operating Activities (A)	<u><u>(5.55)</u></u>	<u><u>(17.22)</u></u>
(B) Cash flow from Investing Activities		
Purchase of Fixed Assets		(0.49)
Interest and other income	<u>14.55</u>	<u>15.55</u>
	<u>14.55</u>	<u>15.06</u>
Net Cash from/ (used in) investing activities (B)	<u><u>15.55</u></u>	<u><u>15.06</u></u>

Cash flow statement for the year ended March 31, 2014 (contd.)

	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
(C) Cash flow from Financing Activities		
Net cash from/(used in) Financing Activities(C)	-	-
Opening balance of Cash & Cash equivalents	111.25	113.41
Closing balance of Cash & Cash equivalents	120.25	111.25
Net Increase/(Decrease) in Cash and Cash equivalents	9.00	(2.16)
Total (A) + (B) + (C)	9.00	(2.16)

Summary of Significant accounting policies and Notes to financial statements 1 to 26

Notes:

- 1) Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard-3 notified u/s 211(3C) of Companies Act, 1956
- 2) Figures in the brackets indicate cash outflow.

As per our report of even date

S.D. Chopra
Proprietor
Membership No. 82537
For and on behalf of
S.D. Chopra & Associates
Chartered Accountants
Firm Registration No. 003789N
New Delhi
30th May, 2014

For and on behalf of the Board

SUSHIL KUMAR JAIN Director (DIN 0022573)	KUL BHUSHAN RATTAN Managing Director (DIN 02354602)
PREETI SAXENA Company Secretary	SURESH CHAND SHARMA Chief Financial Officer

Notes to financial statements for the year ended March 31, 2014

1. Corporate information

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

2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Duty drawbacks and insurance claims are accounted for as and when admitted by the respective authorities.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Summary of significant accounting policies

a. Use of estimates

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

b. Tangible fixed assets

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

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

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

c. Depreciation on tangible fixed assets

Depreciation has been calculated under straight-line method on:

(a) Assets acquired prior to 1.5.1986 at the rates computed in the respective years of acquisition of those assets as per section 205(2)(b) of the Companies Act, 1956.

(b) Assets acquired on or after 1.5.1986 and before 16.12.1993 on a pro-rata basis at the rates specified in Schedule XIV of the Companies (Amendment) Act, 1988.

(c) Assets acquired on or after 16.12.1993 on a pro-rata basis at the rates specified in the notification GSR No. 756 E dated 16.12.1993 as per the Schedule XIV of the Companies Act, 1956.

Notes to financial statements for the year ended March 31, 2014 (contd.)

d. Investments

Investments are stated at cost of acquisition, inclusive of expenditure incidental to acquisition. Long-term (non-trade) investments not held for immediate sale are valued at cost less permanent diminution in value, if any. Current investments are valued at lower of cost and fair/ market value in aggregate; Income from investments is recognised in the accounts in the year in which it is accrued.

e. Inventories

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

f. Revenue Recognition

Sale of scrap is recognized on disposal of scrap.

g. Income Taxes

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

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

h. Earning per share

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

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

i. Contingent Liabilities

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

j. Cash and cash equivalents

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

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
3. SHARE CAPITAL		
AUTHORISED		
1,000,000 (31 March, 2013 : 1,000,000) Preference shares of ₹ 100 each	1000.00	1000.00
50,000,000 (31 March, 2013 : 50,000,000) Equity Shares of ₹ 10 each	5000.00	5000.00
	<u>6000.00</u>	<u>6000.00</u>
ISSUED, SUBSCRIBED & PAID UP		
14,652,686 (31 March, 2013 : 14,652,686) Equity Shares of ₹ 10 each	1465.27	1465.27
Total issued, subscribed and fully paid up share capital	<u>1465.27</u>	<u>1465.27</u>

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

	As at March 31, 2014		As at March 31, 2013	
	Number	₹/Lacs	Number	₹/Lacs
Equity Shares				
Shares outstanding at the beginning of the year	146.53	1,465.27	146.53	1,465.27
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<u>146.53</u>	<u>1,465.27</u>	<u>146.53</u>	<u>1,465.27</u>

b. 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. The dividend proposed by the Board of Directors if any, is subject to approval of the shareholders in ensuing Annual General Meeting.

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

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
c. Shares held by holding company		
* HCL Corporation Private Limited-Holding Company		
86,65,966 (31 March, 2013 : 86,65,966)		
Equity Shares of ₹ 10 each fully paid	<u>866.59</u>	<u>866.59</u>
	<u>866.59</u>	<u>866.59</u>

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

(i) 49,64,529 (31 March, 2013 : 49,64,529) of ₹ 10/- each were allotted as fully paid up pursuant to a contract without payment being received in cash.

(ii) 47,23,614 (31 March, 2013 : 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.

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

	As at March 31, 2014		As at March 31, 2013	
	Number (in lacs)	% holding	Number (in lacs)	% holding
Equity Shares of ₹ 10 each fully paid				
*HCL Corporation Private Limited-Holding Company	86.66	59.14	86.66	59.14
Kanchana R	8.89	6.07	8.89	6.07

*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

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
4. RESERVES AND SURPLUS		
a. Capital Reserves		
Opening Balance	297.63	297.63
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<u>297.63</u>	<u>297.63</u>
b. Securities Premium Reserve		
Opening Balance	333.37	333.37
Add: Securities premium credited on Share issue	-	-
Less: Premium Utilised	-	-
Closing Balance	<u>333.37</u>	<u>333.37</u>
c. Profit and Loss Account		
Opening Balance	-2,398.87	-2,414.06
(+) Net Profit/(Net (Loss) for the current year	4.23	15.19
Closing Balance	<u>-2,394.64</u>	<u>-2,398.87</u>
Total Reserves and Surplus	<u><u>-1,763.64</u></u>	<u><u>-1,767.87</u></u>

5. PROVISIONS

	March 31, 2014 ₹/Lacs	Long Term March 31, 2013 ₹/Lacs
(a) Provision for employee benefits		
Provisions for Gratuity	<u>1.13</u>	<u>1.13</u>
	<u>1.13</u>	<u>1.13</u>
(b) Other provisions		
Personal Cost payable	<u>0.32</u>	<u>0.32</u>
	<u>0.32</u>	<u>0.32</u>
Total	<u><u>1.45</u></u>	<u><u>1.45</u></u>

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
6. SHORT TERM BORROWINGS		
Interest free loan from related parties repayable on demand (unsecured)	313.89	313.89
	<u>313.89</u>	<u>313.89</u>
The above amount represents		
Unsecured borrowings	<u>313.89</u>	<u>313.89</u>
	<u>313.89</u>	<u>313.89</u>

7. TRADE PAYABLES

	Non Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
	₹/Lacs	₹/Lacs	₹/Lacs	₹/Lacs
Sundry Creditors	200.53	188.81	1.82	11.83
	<u>200.53</u>	<u>188.81</u>	<u>1.82</u>	<u>11.83</u>

	As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
8. OTHER CURRENT LIABILITIES		
Other Liabilities		
Sundry Deposits	5.37	5.37
Advance from customers	50.73	50.73
Others		
Sales Tax Payable	0.28	0.28
TDS Payable	-	0.09
	<u>56.38</u>	<u>56.47</u>

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)**9. FIXED ASSETS**

	₹/Lacs							
	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at April 1, 2013	Addition during the year	As at March 31, 2014	As at April 1, 2013	Addition during the year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Land - Freehold	1.07	-	1.07	-	-	-	1.07	1.07
Plant & Machinery and Equipments	27.04	-	27.04	27.04	-	27.04	-	-
Furniture & Fixtures and Office Equipments	217.01		217.01	215.44	1.45	216.89	0.12	1.57
Vehicles	17.95	-	17.95	17.95	-	17.95	-	-
	263.07		263.07	260.43	1.45	261.88	1.19	2.64
Previous Year	262.58	0.49	263.07	258.33	2.10	260.43	2.64	

As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
--	--

10. NON CURRENT INVESTMENTS**Non-trade investments (valued at cost unless stated otherwise)****Investment in equity instruments (quoted)**

960 (Previous Year: 960) Equity shares of ₹ 10/- each of IDBI fully paid up. (Includes 360 bonus shares)	0.78	0.78
---	------	------

Government Securities (unquoted)

370 units (Previous Year : 370 units) of ₹ 100/- each of Unit Trust of India under Vecaus-II scheme fully paid up*	0.37	0.37
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1.15	1.15
-------------	-------------

Aggregate amount of quoted investments (Market value: 0.63 lacs
(31 March, 2013 : 0.77 lacs))

0.78	0.78
------	------

Aggregate amount of unquoted investments

0.37	0.37
------	------

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

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)**11. LOANS AND ADVANCES**

	Non Current		Current	
	March 31, 2014 ₹/Lacs	March 31, 2013 ₹/Lacs	March 31, 2014 ₹/Lacs	March 31, 2013 ₹/Lacs
Security Deposits				
Unsecured, considered good	<u>1.41</u>	<u>1.41</u>	<u>-</u>	<u>-</u>
	<u>1.41</u>	<u>1.41</u>		
Advances recoverable in cash or kind				
Unsecured considered good	<u>65.40</u>	<u>50.05</u>	<u>14.55</u>	<u>15.51</u>
	<u>65.40</u>	<u>50.05</u>	<u>14.55</u>	<u>15.51</u>
Other Loans and Advances				
Advance Income Tax (net of provision for taxation)	<u>20.26</u>	<u>21.10</u>	<u>-</u>	<u>-</u>
	<u>20.26</u>	<u>21.10</u>	<u>-</u>	<u>-</u>
	<u>87.07</u>	<u>72.56</u>	<u>14.55</u>	<u>15.51</u>

As at March 31, 2014 ₹/Lacs	As at March 31, 2013 ₹/Lacs
--	--

12. TRADE RECEIVABLES

Non Current	<u>21.11</u>	<u>36.36</u>
	<u>21.11</u>	<u>36.36</u>
Current		
Exceeding six months from the date they are due for payment		
Unsecured, considered good	<u>15.19</u>	<u>15.19</u>
Other Receivables		
Unsecured, considered good	<u>15.19</u>	<u>15.19</u>
	<u>30.38</u>	<u>30.38</u>

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)**13. CASH AND CASH EQUIVALENTS**

	Non Current		Current	
	March 31, 2014 ₹/Lacs	March 31, 2013 ₹/Lacs	March 31, 2014 ₹/Lacs	March 31, 2013 ₹/Lacs
Cash and Cash Equivalent				
Balanced with banks:				
On current accounts	-	-	10.57	1.57
Cash on Hand	-	-	-	-
	<u>-</u>	<u>-</u>	<u>10.57</u>	<u>1.57</u>
Other bank balances				
Margin Money deposits	109.68	109.68	-	-
	<u>109.68</u>	<u>109.68</u>	<u>-</u>	<u>-</u>
	<u>109.68</u>	<u>109.68</u>	<u>10.57</u>	<u>1.57</u>

Margin money deposits with amounting to ₹ 109.68 lacs (31 March 2013 : ₹ 109.68 lacs) are against various cases pending with customs, excise, sales tax and other legal authorities

	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
14. OTHER INCOME		
Dividends		
Interest income on Margin Money {TDS ₹ 0.69 Lacs (Previous year ₹ 1.04 Lacs)}	14.55	15.55
Assets hire charges TDS (Previous year ₹ 3.16 Lacs)	4.50	27.00
Interest on income tax refund	-	-
Dividend Income	-	-
	<u>19.05</u>	<u>42.55</u>
	<u>19.05</u>	<u>42.55</u>
	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
15. FINANCE COSTS		
Bank Charges	0.31	0.17
	<u>0.31</u>	<u>0.17</u>

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
16. DEPRICIATION AND AMORTISATION EXPENSE		
Depriciation of tangible assets	1.45	2.10
	<u>1.45</u>	<u>2.10</u>
	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
17. OTHER EXPENSES		
Rates and Taxes	-	11.07
Travelling & Conveyance	0.10	0.07
Legal & Professional Expenses	2.18	1.38
Payment to Auditor (Refer details below)	1.17	0.94
Annual General Meeting expenses	5.16	4.97
Trade receivable written off	-	-
Miscellaneous Expenses	3.45	3.09
	<u>12.06</u>	<u>21.52</u>
	Year ended March 31, 2014 ₹/Lacs	Year ended March 31, 2013 ₹/Lacs
Payment to Auditor		
As auditor:		
Audit Fee	0.60	0.60
Tax Audit Fee		
Limited review	0.13	0.10
In other Capacity:		
Taxation matters	0.29	0.17
Other services (certification fees)	-	-
Reimbursement of expenses	0.15	0.07
	<u>1.17</u>	<u>0.94</u>

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

	Year ended March 31, 2014 <u>₹/Lacs</u>	Year ended March 31, 2013 <u>₹/Lacs</u>
18. EARNINGS PER SHARE (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Total operations for the year		
Net Profit/(Loss) after tax for calculations of basic EPS	<u>4.23</u>	<u>15.19</u>
	<u>4.23</u>	<u>15.19</u>
Net Profit/(Loss) after tax for calculations of diluted EPS	<u>4.23</u>	<u>15.19</u>
	<u>4.23</u>	<u>15.19</u>
	<u>No. / Lacs</u>	<u>No. / Lacs</u>
Weighted average number of equity shares in calculating basic EPS	<u>146.53</u>	<u>146.53</u>
Weighted average number of equity shares in calculating diluted EPS	<u>146.53</u>	<u>146.53</u>
Earnings per equity share:		
(1) Basic computed on basis of profit from continuing operations	0.029	0.104
(2) Diluted computed on basis of profit from continuing operations	0.029	0.104

19. RELATED PARTY DISCLOSURES

Name of related parties and related party relationship

Holding Company

HCL Corporation Private Limited

Other Group Companies

HCL Infosystems Limited and its subsidiaries
HCL Technologies Ltd. and its subsidiaries

Key Management Personnel

Mr. Kul Bhushan Rattan
Mr. Sushil Kumar Jain
Mr. P.S. Ravishankar
Mr. Suresh Chand Sharma
Ms. Preeti Saxena

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Sale/Purchase of goods and services

	₹/Lacs			
	Holding Company		Other Group Companies	
	2014	2013	2014	2013
Sale of service/hire charges	-	-	4.50	27.00

b. Loans taken and repayment thereof

	₹/Lacs		
	Year ended	Loans taken from Holding Company	Repayment
	Unsecured Loans	March 31, 2014	139.80
	March 31, 2013	139.80	-

Loans taken from related parties are interest free and repayable on demand

c. Other Transactions

	₹/Lacs			
	Holding Company		Other Group Companies	
	2014	2013	2014	2013
Creditors	18.98	18.98	54.59	54.59
Debtors	-	-	51.49	66.74

20. CONTINGENT LIABILITIES

	₹/Lacs	
	2014	2013
Claims against company not acknowledged as debts*	377.23	377.33

*The claims against the company comprise:

For taxes and others to the extent ascertainable ₹ 85.44 lacs (previous year ₹ 85.44 lacs)

For Excise duty and penalty to the extent quantified by the authorities and other claims to the extent ascertainable ₹ 0.83 lacs (previous year ₹ 0.83 lacs).

For Customs Duty and penalty to the extent quantified by the authorities ₹ 290.96 lacs (previous year ₹ 290.96 lacs).

Notes to Financial Statements for the year ended on March 31, 2014 (contd.)

21. Pursuant to the Scheme of Amalgamation between Sandarbh Properties Private Limited (Transferor company) and the company as per the Scheme of Amalgamation approved by the Shareholders of both the companies at the Extra-ordinary General Meeting held on 2.9.95 and sanctioned by the Hon'ble High Court of Delhi by its order dated March 21, 1996, with effect from the "Appointed Date", April 1, 1995.

47,23,614 equity shares of ₹ 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.

22. Pursuant to the approval of the shareholders in the Extra-ordinary General Meeting held on 24th June, 1998, the Customer Support Organisation (CSO) activities of the company including related product sales along with required stocks, facilities and manpower were disposed off on 30th June, 1998 and the difference between the consideration and the net assets on that date amounting to ₹ 297.63 lacs was transferred to capital reserve.

23. There are no outstanding due to small-scale industrial undertakings as on 31st March 2014. There are no delayed payments to the suppliers covered under the 'Interest on delayed payments to Small scale and Ancillary Undertakings Act, 1993.

24. The company's accumulated losses as at 31st March, 2014 far exceed its paid up capital and reserves as at that date. The Company's business operation has also thinned down due to paucity of working capital. Since the Director's are looking for right opportunity to explore the similar line of business of activity, the Directors consider that it is appropriate to prepare the financial statements on going concern basis.

25. The company has received a legal opinion that in view of the company having discontinued its manufacturing activities, it does not fall under purview of section 3(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 although at the end of this financial year, company's accumulated losses has exceeded its entire net worth. Consequently no reference needs to be made to the Board for Industrial and Financial Reconstruction.

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

For and on behalf of Board

S.D. Chopra
Proprietor

Membership No. 82537

For and on behalf of

S.D. Chopra & Associates

Chartered Accountants

Firm Registration No. 003789N

New Delhi

30th May, 2014

SUSHIL KUMAR JAIN

Director

(DIN 0022573)

KUL BHUSHAN RATTAN

Managing Director

(DIN 02354602)

PREETI SAXENA

Company Secretary

SURESH CHAND SHARMA

Chief Financial Officer

ATTENDANCE SLIP

UNIVERSAL OFFICE AUTOMATION LIMITED

Regd. Office: 806, Siddartha, 96, Nehru Place, New Delhi - 110 019

CIN: L34300DL1991PLC044365

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*		Folio No	
Client id*		No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I have recorded my presence at the 22nd ANNUAL GENERAL MEETING of the Company held on Monday, September 22, 2014 at 3.30 p.m at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010

*Applicable for investors holding shares in electronics 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

Regd. Office: 806, Siddartha, 96, Nehru Place, New Delhi - 110 019

CIN: L34300DL1991PLC044365

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

I/We, being the member(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 22nd **Annual General Meeting** of the Company, to be held on Monday, September 22, 2014 at 3.30 p.m, Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

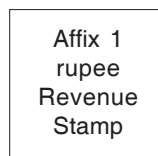
** I wish my above Proxy to vote in the manner as indicated in the box below:

SI No	RESOLUTIONS	FOR	AGAINST
1.	Consider and adopt Audited Financial Statements , Reports of Board of Directors and Auditors		
2.	Reappointment of Mr. Kul Bhushan Rattan (DIN: 02354602) who retires by rotation		
3.	Appointment of Audotors and fixing their remuneration		
4.	Appointment of Ms. Rita Gupta (DIN:00899240) as a Director		
5.	Appointment of Mr. Sushil Kumar Jain (DIN:00022573) as an Independent Director		
6.	Appointment of Mr.P.S.Ravishankar (DIN – 00016364) as an Independent Director		

* Applicable for investors holding shares in electronic form.

P.T.O.

Signed this..... day of.....2014



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

Notes:

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

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

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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) 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 all the joint holders should be stated.