

ANNUAL REPORT

2016-2017

**25th
Annual
Report**

**UNIVERSAL OFFICE
AUTOMATION LIMITED**

CORPORATE INFORMATION

Board of Directors	Rita Gupta, Managing Director P.S. Ravishankar Sushil Kumar Jain Vikas Agarwal Sunil Kumar Srivastava Sashi Sekhar Mishra
Chief Financial Officer	Suresh Chand Sharma
Company Secretary & Compliance Officer	Preeti Saxena
Auditors	S. D. Chopra & Associates
Banker	ICICI Bank, 9A, Philips, Connaught Place, New Delhi-110001
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
Listed at	Bombay Stock Exchange Ltd., Mumbai

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DIRECTORS' REPORT

To the Members,

The Directors of your Company have pleasure in presenting the 25th Annual Report together with the Financial Statements for the financial year ended 31st March, 2017.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

Sl No	Particulars	2016-17 (As on 31st March, 2017)	2015-16 (As on 31st March, 2016)
1	Sales and other income	15.76	13.03
2	Profit/Loss before Interest, Depreciation and Tax	(18.49)	(9.96)
3	Finance Charges	0.59	0.39
4	Depreciation	0.16	0.10
5	Profit/(Loss) before Tax	(18.33)	(9.47)
6	Provision for Taxation	0.00	0.00
7	Net Profit/(Loss) after tax for the current year	(18.33)	(9.47)
8	Capital Reserve	297.63	297.63
9	Securities Premium Reserve	333.37	333.37
10	Closing Balance (Profit & Loss Account	(2,431.53)	(2,413.20)
11	Balance of Profit/(Loss) carried forward to next year	(1,800.53)	(1,782.20)

2. DIVIDEND

In order to conserve the resources of the Company, your Directors do not recommend any dividend for the year 2016-17.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING/OPERATIONS DURING THE YEAR

The other income of the Company was Rs 15.76 Lacs as against Rs 13.03 Lacs in the previous year. The loss for the year ended 31st March, 2017 was Rs 18.33 Lacs as against loss of Rs. 9.47 Lacs in the previous year.

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

In view of the losses incurred during the financial year 2016-17, No amount was transferred to reserves.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No changes occur during the year in the nature of business.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED DURING THE YEAR.

No material changes and commitments have occurred after the close of the year till the date of this report which affect the financial position of the company

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

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

7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

Directors' Report (Contd...)

8. DETAILS OF SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES

The details as required under this section are as follows:

Holding Company :	HCL Corporation Private Limited
Other Group Company :	HCL Infosystems Limited and its subsidiaries HCL Technologies Limited and its subsidiaries
Subsidiary Company :	NIL

9. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

During the year under review, consolidated statements are not required.

10. DEPOSITS

As on 31st March, 2017, neither the company has accepted any fixed deposit nor there is any unclaimed deposit.

11. STATUTORY AUDITORS

The Companies Act, 2013 ("The Act") was notified effective April 1, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory Auditors. Pursuant to Section 139 of the Act and the rules made thereunder, it is mandatory to rotate the Statutory auditors on completion of two terms of five consecutive years. The rules also lay down the transition period that can be served by the existing statutory Auditor depending on the number of consecutive years for which an audit firm has been functioning as Auditor in the same Company. The incumbent Auditors, the existing M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transition period (three years) at the ensuing Annual General Meeting to be held on 19th September 2017,

The Audit Committee has proposed and on 26th May, 2017, the Board has recommended the appointment of M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) as Statutory Auditors. M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) will hold office for a period of five (5) consecutive years from the conclusion of the ensuing 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting to be held in the year 2022, subject to ratification by members of the Company at every Annual General Meeting. The first year of audit will be of financial statement for the year ending March 31, 2018, which will include the audit of the quarterly / half yearly financial statement for the year till expiry of the term of the Auditor.

The Board recommends the passing of the Ordinary Resolution at Item No. 3 of the Notice for approval by the Members of the Company.

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.

Your Directors recommend appointment of M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) as Statutory Auditors subject to ratification at every Annual General Meeting.

12. AUDITORS' REPORT

The notes No's 2.1(g), 22 & 25 on the Financial Statements referred to in the Auditors Report under "Emphasis of Matters" are self-explanatory and do not call for any further comments from the Directors. The Auditors report doesn't contain any qualification, reservation or adverse remarks.

13. SHARE CAPITAL: There was no change in the share capital of the Company during the year.

- Issue of equity Shares with differential rights - NIL
- Issue of sweat equity shares - NIL
- Issue of employee stock option - NIL
- Provisions of moneys by company for purchase of its own shares - NIL

Directors' Report (Contd...)

14. EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as annexure "B" in Form MGT-9

15. CORPORATE SOCIAL RESPONSIBILITY

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 constitution of CSR Committee is not applicable in case of the Company

16. DIRECTORS

a. Retirement by rotation

Pursuant to Section 149, 152 and other applicable provisions if any of the Companies Act, 2013, one third of such of the Directors 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 Ms. Rita Gupta, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment in accordance with the provisions of Companies Act, 2013..

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

b. Changes in Directors and Key Managerial Personnel

Mr. Sunil Kumar Shrivastava and Mr. Sashi Sekhar Mishra were inducted on the Board w.e.f 31st March, 2017 and Ms. Rita Gupta, Director has been designated as " Managing Director " .

c. Declaration by an Independent Director(s) and re-appointment -

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 (7) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

d. Formal Annual Evaluation

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters such as

- Board Dynamics and relationships
- Information flows
- Decision making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and Committees effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees . Schedule IV of the Companies Act, 2013 , states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process is being explained in Corporate Governance report. The Board approved the evaluation results as collated by the Nomination & Remuneration Committees.

Directors' Report (Contd...)

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

There were 8 (Eight) Board Meetings during the year (1st April 2016 to 31st March, 2017) i.e. 30th May, 2016, 17th June, 2016, 13th July , 2016, 10th August, 2016, 11th November, 2016, 26th December, 2016, 9th February, 2017 and 31st March, 2017. The details of the Board meetings are stated in the Corporate Governance report.

18. AUDIT COMMITTEES

The details pertaining to Audit Committee are included in the Corporate Governance Report which forms part of this report.

19. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS & EMPLOYEES

In terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has formulated the Whistle Blower Policy / Vigil Mechanism under Audit Committee.

The Audit Committee was reconstituted after the induction of new Directors on the Board 31st March 2017 and consists of the following members

Mr. Vikas Agarwal	Chairman
Mr. Sunil Kumar Shrivastava	Member
Mr. P. S. Ravishankar	Member
Ms. Rita Gupta	Member

The above composition of the Audit Committee consists of Independent Directors viz., Mr. Vikas Agarwal and Mr. P. S. Ravishankar who form the majority

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

The policy on vigil mechanism may be, accessed on the Company's website www.uniofficeautomaion.com

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

20. NOMINATION AND REMUNERATION POLICY

The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors & KMPs and their remuneration. The Nomination & Remuneration Policy is annexed as Annexure "A".

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There are no loans, guarantees or investments applicable to company under Section 186 of the Companies Act, 2013.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

All contracts / transactions entered by the Company during the financial year with related party were in the ordinary course of business and on an arm's length basis. During the year the Company had not entered into any contracts / arrangements/ transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The policy on related party transactions approved by the Board may be accessed on the Company's website www.uniofficeautomaion.com

Directors' Report (Contd...)

23. MANAGERIAL REMUNERATION

During the year under review, No managerial remuneration was paid

24. SECRETARIAL AUDIT REPORT

The Board has appointed M/s Siddiqui & Associates, Practicing Company Secretary to conduct Secretarial Audit for the year 2016-17. The Secretarial Audit for the financial year 2016-17 ended on March 31, 2017 is annexed herewith as annexure "C". The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

25. CORPORATE GOVERNANCE CERTIFICATE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. A separate report on "Corporate Governance" is annexed hereto as part of Annual Report.

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

The requisite certificate from the Auditors' of the Company confirming compliance with the conditions of corporate governance is attached as "Annexure 1" to the Report on corporate governance and form part of Annual report.

26. RISK MANAGEMENT POLICY

1. Pursuant to Section 134(3)(n) of the Companies Act, 2013 & Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015), the Company has laid down Risk Management Policy to inform Board Members about the risk assessment and minimization procedures which is also given in Corporate Governance Report.

27. MANAGEMENT DISCUSSION AND ANALYSIS

In terms of provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015), the management's discussion and analysis is applicable on top 500 Companies. Since the Company is not having any operations the information as required is not provided.

28. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO CLAUSE (C) OF SUB-SECTION 3 & 5 OF SECTION 134 OF THE COMPANIES ACT, 2013

Your Directors' confirm that –

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2017 and the loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) In view of the expected future business, the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Directors' Report (Contd...)

29. PARTICULARS OF EMPLOYEES

During the year, there were no employees covered under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

30. 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.

31. EMPLOYEES STOCK OPTION PLAN

As there are no employees in the Company, Employees Stock Option Plan (ESOP) is not applicable to the Company.

32. ACKNOWLEDGEMENT

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

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

26TH May, 2017
Noida

Sunil Kumar Shrivastava
(DIRECTOR)
(DIN - 00259961)

Rita Gupta
(MANAGING DIRECTOR)
(DIN - 00899240)

Directors' Report (Contd...)

ANNEXURE - A

UNIVERSAL OFFICE AUTOMATION LIMITED NOMINATION AND REMUNERATION POLICY

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.

In the context of the aforesaid criteria, the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 23rd October, 2015.

Composition of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall comprise of the members as may be decided by the Board of Directors from time to time.

Definitions

- a) Board means Board of Directors of the Company.
- b) Directors mean Directors of the Company.
- c) Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- d) Company means Universal Office Automation Limited .
- e) Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- f) Key Managerial Personnel (KMP) means-
 - (i) Executive Chairman and / or Managing Director / Manager
 - (ii) Whole-time Director;
 - (iii) Chief Financial Officer;
 - (iv) Company Secretary;
 - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- g) Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Chief General Manager or above post of any unit / division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to :

- All Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

Directors' Report (Contd...)

PART - A

BOARD DIVERSITY

The Board shall have an optimum composition of Directors by comprising of experts from different fields viz. finance, law, management, sales, marketing, engineering, research, technical operations or any other areas related to the Company's business.

The Board shall ensure that there is appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

PART - B

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall consider the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, relating to the appointment/reappointment & remuneration for the directors, key managerial personnel and other employees which is mentioned below.

PART - C

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- **Term/Tenure:**

1. **Managing Director/Whole-time Director/Manager:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Further, his appointment will be as per the Companies Act, 2013 and various Clause of the Listing Agreement.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Directors' Report (Contd...)

PART - D

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General**

1. The remuneration / compensation / commission etc. to the Whole-time Director, Managing Director, Manager, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director/ Managing Director/ Manager/Chairman shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director/ Managing Director/ Chairman
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time/Executive/Managing Director, KMP and Senior Management Personnel:**

1. **Fixed pay:**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Whole-time Directors/Executive Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. **Provisions for excess remuneration:**

If any Whole-time Directors/Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive/Independent Director:**

1. **Remuneration/Commission:**

The remuneration / commission may be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof as may be fixed from time to time and prescribed by the Central Government from time to time.

Directors' Report (Contd...)

3. Commission:

Subject to the provisions of the section 197 of the Companies Act, 2013, any director who is in receipt of any commission from the company and who is a managing or whole-time director of the company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company subject to its disclosure by the company in the Board's report.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

PART - E

CRITERIA FOR PERFORMANCE EVALUATION OF DIRECTORS:

- Performance evaluation of each Director shall be carried out based on the criteria as laid down by the Nomination and Remuneration Committee. Criteria for performance evaluation includes aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency.
- Further, performance evaluation of the Managing Director/Joint Managing Directors/Whole - time Directors shall be based on the implementation of various plans & policies in the Company, monitoring and implementation of the projects including the smooth day to day affairs and operations of the Company and finally performance and business achievements of the Company.

AMENDMENT

- Based on the recommendation of the Committee, the Board reserves its right to amend or modify this Policy in whole or in part, at any time, when it deems appropriate, in accordance with any amendment to the applicable provisions of the Companies Act, 2013, including rules thereof and / or the provisions of the Listing Agreement.

Directors' Report (Contd...)

Annexure B

Form MGT-9**EXTRACT OF ANNUAL RETURNS AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

I.	CIN	L35300DL1991PLC044365
ii.	Registration Date	15th MAY, 1991
iii.	Name of the Company	Universal Office Automation Limited
iv.	Category / Sub-Category of the Company	Public Company / limited By Shares
v.	Address of the Registered office and contact details	806, Sidhartha, 96, Nehru Place, New Delhi - 110019
vi.	Whether listed company	Yes, on BSE
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Skyline Financial Services Private Limited D-153 A, Ist Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020. Tel.: +91 11 26812682 (10 Lines) Fax: +91 11 26812683 Web: www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	_____	_____	_____

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filed] (One Company)

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	M/s HCL Corporation Private Limited	U74120DL2008PTC183849	HOLDING	59.14%	Section 2(87) (ii) of Companies Act, 2013

Directors' Report (Contd...)**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

<i>I. Category-wise Share Holding</i>									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoter									
<i>1) Indian</i>									
a) Individual/ HUF	103705	278124	381829	2.61	103705	278124	381829	2.61	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	9105762	160	9105922	62.14	9105762	160	9105922	62.14	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	9209467	278284	9487751	64.75	9209467	278284	9487751	64.75	0
<i>2) Foreign</i>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
I) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
<i>1. Institutions</i>									
a) Mutual Funds	0	3382	3382	0.02	0	3382	3382	0.02	0
b) Banks / FI	58518	5364	63882	0.44	58518	5364	63882	0.44	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
I) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	58518	8746	67264	0.46	58518	8746	67264	0.46	0
<i>2. Non Institutions</i>									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	962463	160656	1123119	7.66	962463	160656	1123119	7.66	0
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1637361	573100	2210461	15.09	1637361	573100	2210461	15.09	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1642990	0	1642990	11.21	1642990	0	1642990	11.21	00
c) Others(Specify)									
NRI	2448	968	3416	0.02	2448	968	3416	0.02	0
CREATING HOUSES	200	6246	6446	0.04	200	6246	6446	0.04	0
HUFs	111234	0	111234	0.76	111234	0	111234	0.76	0
CLEARING MEMBERS	5	0	5	0.00	5	0	5	0.00	0
Sub-total (B)(2)	4415219	749716	5164935	35.5	4415219	749716	5164935	35.5	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	13624686	1028000	14652686	100	13624686	1028000	14652686	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A+B+C)	13624686	1028000	14652686	100	13624686	1028000	14652686	100	0

Directors' Report (Contd...)**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	HCL CORPORATION PRIVATE LIMITED	8665966	59.14	0	8665966	59.14	0	0
2.	BFL INVESTMENTS AND FINANCIAL CONSULTANTS PVT. LIMITED	268134	1.83	0	268134	1.83	0	0
3.	APOLLO TRADING AND FINANCE PRIVATE LIMITED	171662	1.17	0	171662	1.17	0	0
4.	AJAI CHOWDHARY	97044	0.66	0	97044	0.66	0	0
5.	SHIV NADAR	94154	0.64	0	94154	0.64	0	0
6.	M. C . MALHOTRA	82298	0.56	0	82298	0.56	0	0
7.	ARJUN MALHOTRA	40946	0.28	0	40946	0.28	0	0
8.	P. MALHOTRA	36576	0.25	0	36576	0.25	0	0
9.	KIRAN NADAR	20262	0.14	0	20262	0.14	0	0
10.	ROSHNI NADAR	3888	0.03	0	3888	0.03	0	0
11.	GITA CHAUDHARY	3371	0.02	0	3371	0.02	0	0
12.	REETIKA PURI	1750	0.01	0	1750	0.01	0	0
13.	AKSHAY CHAUDHARY	1440	0.01	0	1440	0.01	0	0
14.	SUBHASH ARORA INVEESTMENTS PVT. LTD.	160	0.00	0	160	0.00	0	0
15.	NINA PURI	100	0.00	0	100	0.00	0	0
	Total	9487751	64.75	0	9487751	64.75	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares of	% of total shares of the company
1	At the beginning of the year	9487751	64.75	9487751	64.75
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	9487751	64.75	9487751	64.75

Directors' Report (Contd...)**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not	NIL	12.00 Lacs	NIL	NIL
Total (i+ii+iii)	NIL	12.00 Lacs	NIL	NIL
Change in Indebtedness during the financial year-Addition-Reduction	NIL	16.00 Lacs	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
I) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	28.00 Lacs	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
6.	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

Directors' Report (Contd...)**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s17(2) Income-taxAct, 1961 (c) Profits in lieu of salary under section 17(3) Income-taxAct, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission- as % of profit- others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
6.	Total	NIL	NIL	NIL	NIL

Directors' Report (Contd...)**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

NIL

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

26TH May, 2017
Noida**Sunil Kumar Shrivastava**
(DIRECTOR)
(DIN - 00259961)**Rita Gupta**
(MANAGING DIRECTOR)
(DIN - 00899240)

Form No. MR-3

Annexure "C"

SECRETARIAL AUDIT REPORT*(For the Financial year ended 31st March 2017)*

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Universal Office Automation Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Universal Office Automation Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Universal Office Automation Limited** for the financial year ended on **31st March 2017** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **The Company is not having any FDI, ODI or ECB.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
- vi. The Company has complied with various provisions of Labour Laws, Environmental Laws and other related Industry specific Laws to extent applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and other Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as aforesaid.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has had no major events or actions which are having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further have to further state that

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**for Siddiqui & Associates
Company Secretaries**

Place New Delhi

Date: 26.05. 2017

**K.O.SIDDIQUI
FCS 2229 ; CP 1284**

REPORT ON CORPORATE GOVERNANCE

Annexure "D"

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is conscious of its responsibility towards ensuring good corporate governance. The Company also believes that it is necessary to be fair, transparent and ensure 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, 2017 Universal Board consists of 6 Directors out of which one is Executive and three are non - executive / independent Directors and two non - executive / non independent. Structure of Board of Directors:

Sl No	Name	Category of Director
1	Ms. Rita Gupta	Executive
2	Mr.P.S.Ravishankar	Independent & Non Executive
3	Mr.Sushil Kumar Jain	Independent & Non Executive
4	Mr. Vikas Agarwal	Independent & Non Executive
5	Mr. Sunil Kumar Shrivastava	Non Independent & Non Executive
6	Mr.Sashi Sekhar Mishra	Non Independent & Non Executive

As mandated by Listing regulations, none of the Directors is a member of more than 10 Board level Committees or Chairman of more than five committees across Companies in which he is Director or acts as an independent Director in more than 7 listed Companies. The Managing Director is not Independent Director of any listed Company.

The Independent Directors of the Company have been appointed for a period of five years from the date of their appointment in accordance with the Companies Act, 2013 and clarification/notifications /circulars issued by the Ministry of Corporate Affairs in this regards from the time to time. The Company issues a formal letter of appointment to the Independent Directors at the time of their appointment.

(ii) Board Meetings

There were 8 (Eight) Board Meetings during the year (1st April 2016 to 31st March, 2017) i.e. 30th May, 2016, 17th June, 2016, 13th July , 2016, 10th August, 2016, 11th November, 2016, 26th December, 2016, 9th February, 2017 and 31st March, 2017.

The gap between two meetings did not exceed four months as stipulated under Regulation 17(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the attendance of the Directors 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 Shareholders / Investors Grievance Committees.

Report On Corporate Governance (Contd...)

Names	No of Board Meetings attended	Whether attended last AGM held on 14th September, 2016	No. of Directorships In other public companies		No. of Committee positions held In other public companies	
			Chairman	Member	Chairman	Member
Mr. Bhupinder Gupta***	1**	No	-	NIL	-	-
Mr. Sushil Kumar Jain	8	Yes	-	2	-	-
Mr. P. S. Ravishankar	4	No	-	2	-	-
Ms. Rita Gupta	8	No	-	7		
Mr. Vikas Agarwal	8	Yes	Nil	Nil	Nil	Nil
Mr. Sunil Kumar Shrivastava*	0	No				
Mr. Sashi Sekhar Mishra*	0	No	Nil	1	Nil	Nil

** Mr. Bhupinder Gupta resigned on 10th June, 2016, Mr. Sunil Kumar Shrivastava and Mr. Sashi Sekhar Mishra were appointed w.e.f 31st march, 2017

(iii) Board Procedures:

The members of the Board are provided with the requisite information mentioned in the Listing Agreement before the Board Meetings. The Board periodically reviews compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance. The Managing Director manages the day to day affairs of the Company subject to the supervision and control of the Board of Directors. The Independent Directors take active part in the Board and committee meetings which adds value in the decision making process of the Board of Directors.

All the Directors who are in various committees are within the permissible limits of the Listing Agreement. The necessary disclosures regarding committee positions have been made by the Directors.

(iv) Meeting of Independent Directors:

The meeting of independent Directors was held on 26th December, 2016 to discuss, inter - alia:

- The performance of Non Independent Directors and the Board as a whole
- The performance of Managing Director
- The quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting. The criteria for performance evaluation of Directors in given under the heading Nomination and Remuneration Committee mention in point No 4 below.

(v) Familiarisation programme for Independent Directors:

Independent Directors of the Company are made aware of their role, rights and responsibilities at the time of their appointment , through a formal letter of appointment which also stipulates various terms and conditions of their engagement.

- (vi) None of the Executive / Non – Executive Directors has any material pecuniary relationship or transactions with the Company.
- (vii) Necessary information as mentioned in under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 has been placed before the Board for their consideration.
- (viii) A note on brief profile , Educational qualification and work experience of the Directors is as follows :

Mr.Sushil Kumar Jain (DIN – 00022573) is an Associate Member of Institute of Company Secretaries of India and Institute of Costs and Works Accountants of India He has rich experience of handling restructuring of business, fund raising i.e.QIP, Right and preferential issues etc besides handling other Secretarial and Accounts Function.

Mr.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) : Associate Member of the Institute of Chartered Accountants of India & Vast knowledge and expertise in the area of Corporate Finance.

Mr. Vikas Agarwal (DIN:07306627) : Associate Member of the Institute of Chartered Accountants of India & Vast knowledge and expertise in the area of Corporate Finance.

Mr. Sunil Kumar Shrivastava (DIN:00259961) : MBA, LLB and has Vast knowledge and expertise in the legal and Secretarial Field.

Mr. Sashi Sekhar Mishra (DIN:03072330) : A Commerce and Law Graduate and has vast knowledge and expertise in the area of Finance & Accounts

3. AUDIT COMMITTEE:

- (i) The Audit Committee of the Company was constituted in line with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .and 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 Composition of the Audit Committee and details of meetings attended by its members as on 31st March, 2017:

Name of the Member	Category	Status	No. of Meting	
			Held	Attended
Mr. Vikas Agarwal	ID/NE	Chairman	4	4
Mr. Bhupinder Gupta*	Executive	Member	4	1
Mr. Sushil Kumar Jain	ID/NE	Member	4	4
Ms. Rita Gupta	Non ID/Non Executive	Member	4	4

- (v) Audit Committee was reconstituted on 31st March, 2017 upon induction of new members of the Board . The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. Sunil Kumar Shrivastava	Non ID/Non executive	Member
Mr. P.S. Ravishankar	ID/NE	Member
Ms.Rita Gupta	Executive	Member

- (vi) The Committee met 4 times during the financial year 2016-17 on the following dates :

30th May, 2016, 10th August, 2016, 11th November, 2016 and 9th February, 2017 .

The Audit Committee meetings are attended by members along with internal Auditors and Statutory Auditors of the Company. The Minutes of Audit Committee are circulated to all the members of the Board.

- (vi) The previous Annual General Meeting of the Company was held on 14th September, 2016 and it was attended by Mr. Vikas Agarwal , the Chairman of the Committee.
- (vii) Compensation policy for Executive / Non - Executive Directors :- neither remuneration nor sitting fees is paid to the Directors.

4. NOMINATION AND COMPENSATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013 and the Listing Agreement, the Nomination and Remuneration Committee has following members

Name of the Member	Category	Status	No of Meetings	
			Held on 17th June, 2016 & 31st March, 2017	Attended
Mr. Vikas Agarwal	ID/NE	Chairman	2	2
Mr. Sushil Kumar Jain	Non - ID/ NE	Member	2	2
Ms.Rita Gupta	Non ID/Non executive	Member	2	2

The Company Secretary acts as Secretary of the Committee also.

The Committee was reconstituted on 31st March, 2017 upon induction of new members of the Board . The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. Sunil Kumar Shrivastava	Non ID/Non executive	Member
Mr. P.S.Ravishankar	ID/NE	Member
Ms.Rita Gupta	Executive	Member

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

- (ii) The Stakeholders Relationship Committee met 4 (Four) times in the year on 30th May, 2016, 10th August, 2016, 11th November, 2016 and 9th February, 2017.
- (iii) The composition of the Shareholders' / Investors' Grievance Committee and the details of meeting attended by its members are given below:

Name of Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal	ID/NE	Chairman	4	4
Mr. Sushil Kumar Jain	ID/NE	Member	4	4
Mr. Bhupinder Gupta**	Executive	Member	4	1
Ms. Rita Gupta	NONID/NE	Member	4	4

** Mr. Bhupinder Gupta resigned on 10th June 2016.

Stakeholders Relationship Committee was reconstituted on 31st March, 2017 upon induction of new Directors . The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. P.S. Ravishankar	ID/NE	Member
Ms. Rita Gupta	Executive	Member
Mr. Sunil Kumar Shrivastava	Non ID/Non executive	Member

- (iii) The Committee met 4 times during the financial year 2016-17 on the following dates:
30th May, 2016, 10th August, 2016, 11th November, 2016 and 9th February, 2017.
- (iv) 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
- (v) During the year the Company did not received any complaint from any regulatory authority namely Stock Exchange and SEBI. 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, 2017.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR Committee)

The CSR committee is not applicable in case of the Company 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.

7. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
2013-14	22nd September, 2014	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2014-15	10th December, 2015	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2015-16	14th September, 2016	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.

8. DISCLOSURES:

- i) There are no materially significant related party transactions of the Company, which have potential conflict with the interests of the company at large.
- ii) The Company has complied with the requirements of the stock Exchanges / SEBI / any 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 the Listing Agreement regulations.
- iv) A qualified Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- v) In compliance of Section 204 of the Companies Act, 2013, the company has appointed M/s Siddiqui & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year (2015-16) ended on March 31, 2017 who has submitted his report confirming the compliance with all the applicable provisions of the various corporate laws which is annexed with this report as annexure "C".
- vi) In terms of Section 177 of the Companies Act, 2013 and Listing Agreement, the Company has formulated the Whistle Blower Policy / Vigil Mechanism.

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 :

<i>Day & Date</i>	<i>Time</i>	<i>Venue</i>
Tuesday , 19th September, 2017	3.30 p.m.	Air Force Auditorium Subroto Park, New Delhi

- (ii) Financial Calendar (tentative) for the year 2017-18:
 Adoption of Results for the quarter ending 31st March, 2017 26th May, 2017
 Adoption of results for the quarter ending 30th June, 2017 14th August, 2017
 Adoption of results for the quarter ending 30th September, 2017 15th November, 2017
 Adoption of results for the quarter ending 31st December, 2017 15th February, 2018
 Adoption of Audited Results for the financial year ended 31st March, 2018 30th May, 2018.
- (iii) Dates of Book Closure Friday 15th September, 2017 to Tuesday 19th September, 2016 (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 2017-18 has been paid.
- vi) Stock Codes/ Symbol : Electronic form - 523519
 The Bombay Stock Exchange Ltd.:

(vi) MARKET PRICE DATA:

Month	Company's Share Price		BSE Index	
	High(Rs.)	Low(Rs.)	High	Low
APRIL .2016	3.83	3.00	26100.54	24523.20
MAY, 2016	4.09	3.26	26837.20	25057.93
JUNE, 2016	4.07	3.05	27105.41	25911.33
JULY, 2016	5.15	3.80	28240.20	27034.14
AUGUST, 2016	5.99	5.13	28532.25	27627.97
SEPTEMBER, 2016	6.40	5.70	29077.28	27716.78
OCTOBER, 2016	6.38	4.73	28477.65	27488.30
NOVEMBER, 2016	5.20	4.45	28029.80	25717.93
DECEMBER, 2016	4.63	3.61	26803.76	25753.74
JANUARY, 2017	4.20	3.44	27980.39	26477.06
FEBRUARY, 2017	3.79	2.67	29065.31	27590.10
MARCH, 2017	3.94	2.67	29824.62	28716.21

(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-110 020.
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.

(x) Shareholding pattern as on March 31, 2017

Category	No. of shares	Percentage
Promoters / Promoters Group	9,487,751	64.75
Mutual Funds/ UTI	3,382	0.02
Financial Institutions /Banks	63,882	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	11,23,119	7.67
Indian Public	3,969,714	27.10
NRI / OCBs	3416	0.02
GRAND TOTAL	14,652,686	100.00

(xi) Distribution of Shareholding of 146526860 Equity Share Capital as on March 31, 2017 (Nominal Value of Each Share :Rs.10)

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	11046	92.78	8888960	6.07
5001 To 10,000	448	3.76	3867100	2.64
10001 To 20,000	188	1.58	2970300	2.03
20001 To 30,000	59	0.5	1559780	1.06
30001 To 40,000	38	0.32	1358250	0.93
40001 To 50,000	33	0.28	1570390	1.07
50001 To 1,00,000	39	0.33	3015110	2.06
1,00,000 and Above	54	0.45	123296970	84.15
Total	11905	100	146526860	100

(xii) 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, 2017, 93.02% 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

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

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

(xv) Address for Correspondence: The shareholders may address their communication/ suggestions/ grievances/ queries to the Registrar and Share Transfer Agents at the address mentioned above, or to:

The Company Secretary
Universal Office Automation Ltd.
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

In terms of the provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015, the management's discussion and analysis is applicable on top 500 Companies. Since the Company is not having any operations the information as required is not provided.

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:**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.

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 .

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

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 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015). 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 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015). The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CEO / CFO Certificate under regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015,

To,

The Board of Directors

Universal Office Automation Limited

1. We have reviewed financial statements and the cash flow statement of Universal Office Automation Limited for the year ended 31st march, 2017 and to the best of our knowledge and belief:
these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

(Suresh Chand Sharma)
Chief Financial Officer

(Rita Gupta)
Managing Director

Place: Noida

Date : 26th May, 2017

Annexure "I"

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, 2017 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation , 2015 as referred to in Regulation 15(2) of the Listing Regulation for the period 1st April 2016 to 31st March, 2017.
2. The Compliance of conditions of corporate governance is the responsibility of the management .Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance .It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement .
4. We further state such compliance neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

S. D. Chopra
Proprietor

S. D. Chopra & Associates
Chartered Accountants
Membership No. 82537

Place: New Delhi

Date : 26th May, 2017

Auditors' Report

Independent Auditor's Report

To the Members of

UNIVERSAL OFFICE AUTOMATION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of Universal Office Automation Limited ('the Company'), which comprise the balance sheet as at 31st March 2017, 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

Except as matters stated in Emphasis of Matter given below, we conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

Subject to the matters stated in Emphasis of Matter, In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and

fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017 and its loss and its cash flow for the year ended on that date.

Emphasis of Matter

Without qualifying our report, we draw attention to

- a) Note 2.1 (g)- regarding Deferred tax assets.
- b) Note 22 -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.
- c) Note 25- regarding non- reconciliation and non- confirmations of Loans and advances, advances from customers/ex-employees and trade payables being shown as liabilities to various parties.

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ('the order') issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable:
2. As required by section 143(3) of the act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the statement of Profit And Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the

Companies (Accounts) Rules, 2014;

- e. On the basis of the written representations received from the directors as on 31st March 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- g. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position except as stated in para 7 (c) of annexure to Independent Auditor's Report.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. (Refer Note no. 24 to the financial statements)

For S.D. Chopra & Associates
Chartered Accountants
Firm Registration No. 003789N

Place: New Delhi
Date: 26.05.2017

S.D. Chopra
Proprietor
Membership No. 082537

Annexure-A to Independent Auditor's Report- 31st March 2017

UNIVERSAL OFFICE AUTOMATION LIMITED

(Referred to in our report of even date)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of all its fixed assets.
- b) The fixed assets have been physically verified by the Management during the year at reasonable intervals and no material discrepancies were noticed.
- c) None of the fixed assets have been disposed off during the year.
2. The Company did not have any stock at the end of the year
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
4. In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.
6. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, for any of the products of the Company.
7. (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations

given to us, no undisputed amounts payable in respect of income tax, wealth tax, sale tax, service tax, custom duty and excise duty were outstanding as at 31st March 2017 for a period exceeding six months from the date they became payable.

- (c) According to the information and explanations given to us, there are no dues of, sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except,

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	241.00	Collector of Custom
Sales Tax & various other Acts		30.09 50.57	Sales Tax Tribunal Dy. Commissioner/ Commissioner (Appeal)

8. In our opinion and according to the information and explanations given to us, the Company does not have any borrowings from financial institution, bank or debenture holders.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year under review.
10. 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.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company. Hence, this clause is not applicable to the company.

13. All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. The requirement of section 45-IA of the Reserve Bank of India Act, 1934 is not applicable to the company.

For S.D. Chopra & Associates
Chartered Accountants
Firm Registration No. 003789N

S.D. Chopra

Place: New Delhi

Proprietor

Date: 26.05.2017

Membership No. 082537

Annexure-B to Independent Auditor's Report - 31st March 2017

UNIVERSAL OFFICE AUTOMATION LIMITED

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

1. We have audited the internal financial controls over financial reporting of Universal Office Automation Limited ('the Company') as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial

Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based

on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future years are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.D. Chopra & Associates
Chartered Accountants
Firm Registration No. 003789N

Place: New Delhi
Date: 26.05.2017

S.D. Chopra
Proprietor
Membership No. 082537

Balance Sheet as at March 31, 2017

	<u>Notes</u>	<u>as at 31-Mar-17 Rs./Lacs</u>	<u>as at 31-Mar-16 Rs./Lacs</u>
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	1,465.27	1,465.27
(b) Reserves and surplus	4	-1,800.53	-1,782.20
2 Non-current liabilities			
(a) Trade Payables	5	190.40	201.81
(b) Long-term provisions	6	1.45	1.45
3 Current liabilities			
(a) Short-term borrowings	7	341.89	313.89
(b) Trade payables	5	2.28	2.06
(c) Other current liabilities	8	50.79	50.54
TOTAL		<u>251.55</u>	<u>252.82</u>
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	9		
(i) Tangible Assets		1.31	1.47
(b) Non-current investments	10	1.15	1.15
(c) Long-term loans and advances	11	66.94	109.79
(e) Other non current assets	12	125.01	116.52
2 Current assets			
(a) Cash and cash equivalents	12	41.38	10.86
(b) Short-term loans and advances	11	15.76	13.03
TOTAL		<u>251.55</u>	<u>252.82</u>
Summary of significant accounting policies and Notes to financial statements	1 to 24		

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

SUNIL KUMAR SHRIVASTAVA
Director
(DIN-00259961)

PREETI SAXENA
Company Secretary
(M. No. : FCS 3615)

RITA GUPTA
Managing Director
(DIN-00899240)

SURESH CHAND SHARMA
Chief Financial Officer
(PAN : AIDPS1068D)

Place : New Delhi
Dated :- May 26, 2017

Statement of Profit and Loss for the Year ended on March 31, 2017

	Notes	Year ended on 31-Mar-17 Rs./Lacs	Period ended on 31-Mar-16 Rs./Lacs
Continuing Operations			
I. Revenue from operations		-	
II. Other income	13	15.76	13.03
III. Total Revenue (I + II)		15.76	13.03
IV. Expenses:			
Finance costs	14	0.59	0.39
Depreciation and amortization expense	15	0.16	0.10
Other expenses	16	23.54	22.50
Total expenses		24.29	22.99
V. Profit before exceptional and extraordinary items and tax (III-IV)		-8.53	-9.96
VI. Exceptional items		9.80	-
VII. Profit before extraordinary items and tax (V - VI)		-18.33	-9.96
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		-18.33	-9.96
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Taxes for earlier periods		-	-
XI. Profit (Loss) for the period from continuing operations (IX-X)		-18.33	-9.96
Discontinuing Operations			
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		-18.33	-9.96
XVI. Earnings per equity share:			
(1) Basic computed on basis of profit from continuing operations	17	-0.13	-0.07
(2) Diluted computed on basis of profit from continuing operations		-0.13	-0.07
Summary of significant accounting policies and Notes to financial statements	1 to 24		

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

SUNIL KUMAR SHRIVASTAVA
Director
(DIN-00259961)

PREETI SAXENA
Company Secretary
(M. No. : FCS 3615)

RITA GUPTA
Managing Director
(DIN-00899240)

SURESH CHAND SHARMA
Chief Financial Officer
(PAN : AIDPS1068D)

Place : New Delhi

Dated :- May 26, 2017

Cash Flow Statement For The Period Ended March 31, 2017

	Year ended on 31-Mar-17 Rs./ Lacs		Period ended on 31-Mar-16 Rs./ Lacs	
(A) Cash Flow from Operating Activities				
Net Profit/ (Loss) before tax and extra-ordinary items from continuing operations		(18.33)		(9.96)
Adjustments for:				
Depreciation	0.16		0.10	
Interest & Other Income	(15.76)	(15.60)	(13.03)	(12.93)
Operating Profit/(Loss) before working capital changes		(33.93)		(22.89)
Adjustments for:				
Increase/(Decrease) in Trade receivables-Current				
Increase/(Decrease) in Trade receivables and Loans and Advances			22.90	
Increase/(Decrease) in Trade payables /short term borrowing	28.23		(5.82)	
Increase/(Decrease) in Trade payables-Non Current	(11.41)			
Increase/(Decrease) in Other Current liabilities	0.25			
(Increase)/Decrease in Short term loans and advances-Current	(2.73)			
(Increase)/Decrease in Long term loans and advances-Non Current	42.85	57.19		17.08
Cash generated from/(used in) operations		23.25		(5.81)
Direct tax paid	0.00	0.00	0.00	0.00
Net Cash from/(used in) Operating Activities (A)		23.25		(5.81)
(B) Cash flow from Investing Activities				
Purchase of Fixed Assets	-		(0.49)	
Investment in Fixed Deposit	(56.95)			
Interest and Other Income	15.76	(41.19)	13.03	12.54
Net Cash from/ (used in) investing activities (B)		(41.19)		12.54

(C) Cash flow from Financing Activities

Un-secured loans received/ paid(-)	0.00	0.00	0.00	0.00
<i>Net cash from/(used in) Financing Activities (C)</i>		0.00		0.00
Opening balance of Cash & Cash equivalents		127.38		120.65
Closing balance of Cash & Cash equivalents		109.44		127.38
Net Increase/ (Decrease) in Cash and Cash equivalents		<u>(17.94)</u>		<u>6.73</u>
Total (A) + (B) + (C)		<u>(17.94)</u>		<u>6.73</u>

Summary of Significant accounting policies and**Notes to financial statements****1 to 24**

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

SUNIL KUMAR SHRIVASTAVA
Director
(DIN-00259961)

PREETI SAXENA
Company Secretary
(M. No. : FCS 3615)

RITA GUPTA
Managing Director
(DIN-00899240)

SURESH CHAND SHARMA
Chief Financial Officer
(PAN : AIDPS1068D)

Place : New Delhi
Dated :- May 26, 2017

Notes to financial statements for the year ended March 31, 2017

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 in India. The company's primary line of business had been selling of office automation products and their after-sales service.

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, 2013.

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 is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

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, 2017

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
3. Share Capital		
Authorised		
1,000,000 (31st March, 2016 : 1,000,000) Preference shares of Rs.100 each	1,000	1,000
50,000,000 (31st March, 2016 : 50,000,000) Equity Shares of Rs.10 each	5,000	5,000
Issued, Subscribed & Paid up		
14,652,686 (31st March, 2016 : 14,652,686) Equity Shares of Rs. 10 each	1,465.27	1,465.27
Total issued, subscribed and fully paid up share capital	1,465.27	1,465.27

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

	Number	As at March 31, 2017 in Lacs Rs./Lacs	Number	As at March 31, 2016 in Lacs Rs./Lacs
Equity Shares				
Shares outstanding at the beginning of the period	146.53	1,465.27	146.53	1,465.27
Shares Issued during the period	-	-	-	-
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	146.53	1,465.27	146.53	1,465.27

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 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

c. Shares held by holding company

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
*HCL Corporation Private Limited- Holding Company	866.59	866.59
86,65,966 (31st March, 2016: 86,65,966)		
Equity Shares of Rs.10 each fully paid	866.59	866.59

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

- (i) 49,64,529 (31st March, 2016 : 49,64,529) of Rs.10/- each were allotted as fully paid up pursuant to a contract without payment being received in cash.
- (ii) 47,23,614 (31st March, 2016 : 47,23,614) of Rs.10/- each were allotted as fully paid up pursuant to the Scheme of Amalgamation between erstwhile Sandarbh Properties Private Limited and the Company.

Notes to financial statements for the Year ended on March 31, 2017

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

	Number	As at March 31, 2017 % holding	Number	As at March 31, 2016 % holding
Equity Shares of ₹10 each fully paid				
*HCL Corporation Private Limited- Holding Company	86.66	59.14	86.66	59.14
Kanchana R	7.73	5.27	7.73	5.27

*HCL Corporation Private Limited was formerly known as Guddu Investments (Pondi) Private Limited

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
4. Reserves and Surplus		
a. Capital Reserves		
Opening Balance	297.63	297.63
(+) Current period Transfer	-	-
(-) Written Back in Current period	-	-
Closing Balance	297.63	297.63
b. Securities Premium Reserve		
Opening Balance	333.37	333.37
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised	-	-
Closing Balance	333.37	333.37
c. Profit and Loss Account		
Opening balance	-2,413.20	-2,403.24
(+) Net Profit/(Net Loss) for the current period	-18.33	-9.96
Closing Balance	-2,431.53	-2,413.20
Total Reserves and Surplus	-1,800.53	-1,782.20

	Non Current		Current	
	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs
5. Trade Payables				
Sundry Creditors	190.40	201.81	2.28	2.06
	190.40	201.81	2.28	2.06

Notes to financial statements for the Year ended on March 31, 2017

6. PROVISIONS

	Long term	
	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs
(a) Provision for employee benefits		
Provision for Gratuity	1.13	1.13
	<u>1.13</u>	<u>1.13</u>
(b) Other provisions		
Personnel Cost payable	0.32	0.32
	<u>0.32</u>	<u>0.32</u>
Total	<u>1.45</u>	<u>1.45</u>

7. SHORT TERM BORROWINGS

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
Interest free loan from related parties repayable on demand (unsecured)	341.89	313.89
	<u>341.89</u>	<u>313.89</u>
The above amount represents		
Unsecured borrowings	<u>341.89</u>	<u>313.89</u>
	<u>341.89</u>	<u>313.89</u>

8. OTHER CURRENT LIABILITIES

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
Other Liabilities		
Sundry Deposits	5.37	5.37
Advance from Customers	45.06	45.06
TDS Payable	0.35	0.11
	<u>50.79</u>	<u>50.54</u>

Notes to financial statements for the Year ended on March 31, 2017

9. FIXED ASSETS

	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Addition during the	Deduction As at	Addition As at	Deduction As at	As at	during the	during the	As at	As at	during the
	April 1, 2016	Year	Year	31-Mar-17	April 1, 2016	Year	Year	31-Mar-17	31-Mar-17	31-Mar-16
Tangible Assets :										
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	217.51	-	-	217.51	217.11	0.16	-	217.27	0.25	0.40
Vehicles	17.95	-	-	17.95	17.95	-	-	17.95	-	-
	263.57	-	-	263.57	262.10	0.16	-	262.26	1.31	1.47
Previous period	263.07	0.50	-	263.57	262.00	0.10	-	262.10	1.47	-

10. NON CURRENT INVESTMENTS

	As at March 31, 2017 Rs./Lacs	As at March 31, 2016 Rs./Lacs
Non-trade investments(valued at cost unless stated otherwise)		
Investment in equity instruments(quoted)		
960 (Previous period: 960) Equity shares of Rs.10/- each of IDBI fully paid up.(Includes 360 bonus shares)	0.78	0.78
Government Securities (unquoted)		
370 units (Previous period : 370 units) of Rs 100/- each of Unit Trust of India under Vecaus-II scheme fully paid up *	0.37	0.37
	1.15	1.15
<i>Aggregate amount of quoted investments (Market Value: 0.72lacs (31 March, 2016 : 0.67 lacs))</i>	0.78	0.78
<i>Aggregate amount of unquoted investments</i>	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, 2017

11. LOANS AND ADVANCES

	Non Current		Current	
	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs
Security Deposit				
Unsecured, considered good	1.41	1.41	-	-
	<u>1.41</u>	<u>1.41</u>	<u>0.00</u>	<u>0.00</u>
Advances recoverable in cash or kind				
Unsecured considered good	42.12	87.06	15.76	13.03
	<u>42.12</u>	<u>87.06</u>	<u>15.76</u>	<u>13.03</u>
Other Loans and Advances				
Advance Income Tax (net of provision for taxation)	23.41	21.33	-	-
	<u>23.41</u>	<u>21.33</u>	<u>-</u>	<u>-</u>
	<u>66.94</u>	<u>109.80</u>	<u>15.76</u>	<u>13.03</u>

12 CASH AND CASH EQUIVALENTS

	Non Current		Current	
	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs	March 31, 2017 Rs./Lacs	March 31, 2016 Rs./Lacs
Cash and Cash equivalents				
Balance with banks :				
On current accounts	-	-	41.19	10.77
Cash on Hand	-	-	0.20	0.10
	<u>-</u>	<u>-</u>	<u>41.38</u>	<u>10.86</u>
Other bank balances				
Margin Money deposits	68.06	116.52	-	-
Term Deposits	56.95	-	-	-
	<u>125.01</u>	<u>116.52</u>	<u>-</u>	<u>-</u>
	<u>125.01</u>	<u>116.52</u>	<u>41.38</u>	<u>10.86</u>

Margin money deposits amounting to Rs. 68.06 lacs (31st March, 2016 : Rs.116.52 lacs) are against various cases pending with customs, excise, sales tax and other legal authorities.

Notes to financial statements for the Year ended on March 31, 2017

	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
13 OTHER INCOME		
Interest income on Margin Money	15.76	13.03
	<u>15.76</u>	<u>13.03</u>
	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
4 FINANCE COSTS		
Bank Charges	0.59	0.39
	<u>0.59</u>	<u>0.39</u>
	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
15 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of tangible assets	0.16	0.10
	<u>0.16</u>	<u>0.10</u>
	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
16 OTHER EXPENSES		
Legal & Professional Expenses	7.56	2.89
Payment to Auditor (Refer details below)	0.83	2.06
Claims paid	-	3.28
Membership Expenses	3.66	1.03
Annual General Meeting expenses	9.68	10.38
Miscellaneous Expenses	1.81	2.87
	<u>23.54</u>	<u>22.50</u>
	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
Payment to Auditor		
As auditor :		
Audit fee	0.50	0.50
Limited review	0.07	1.15
In other Capacity :		
Taxation matters	0.15	0.15
Reimbursement of expenses	0.11	0.26
	<u>0.83</u>	<u>2.06</u>

Notes to financial statements for the Year ended on March 31, 2017

	Year Ended March 31, 2017 Rs./ Lacs	Period Ended March 31, 2016 Rs./ Lacs
Total operations for the period		
17 EARNINGS PER SHARE (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Net Profit/(Loss) after tax for calculation of basic EPS	-18.33	-9.96
	<u>-18.33</u>	<u>-9.96</u>
Net Profit/(Loss) after tax for calculation of diluted EPS	-18.33	-9.96
	<u>-18.33</u>	<u>-9.96</u>
	No. lacs	No. lacs
Weighted average number of equity shares in calculating basic EPS	146.53	146.53
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	-0.13	-0.07
(2) Diluted computed on basis of profit from continuing operations	-0.13	-0.07

18 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. Sushil Kumar Jain Mr. P.S. Ravishankar Ms. Rita Gupta (appointed as Managing Director w.e.f 31/03/2017) Mr. Bhupinder Gupta(Resigned on 10th June, 2016) Mr. Vikas Agarwal Mr.Sunil Kumar Shrivastava (Appointed as Director w.e.f 31st March, 2017) Mr.Sashi Sekhar Mishra (Appointed as Director w.e.f 31st March, 2017) Mr. Suresh Chand Sharma Ms. Preeti Saxena

Summary of Related Party Disclosures:**a. Amount due to/from related parties:**

	As on March 31, 2017	(Rs/Lacs) As on March 31, 2016
Holding Company		
Unsecured Loan Taken		
HCL Corporation Private Limited.	167.80	151.80
Sundry Creditor		
HCL Corporation Private Limited.	5.86	5.86
Other Group Company		
Sundry Creditors		
HCL Infosystems Limited	12.57	12.57

Notes to financial statements for the Year ended on March 31, 2017

b. Disclosure of related party transaction:

	As on March 31, 2017	(Rs/Lacs) As on March 31, 2016
Amount received during the year		
HCL Corporation Private Limited.	16.00	12.00
HCL Infosystems Limited	0	11.07

19 Contingent Liabilities

	As on March 31, 2017	(Rs/Lacs) As on March 31, 2016
Claims against company not acknowledged as debts*	322.49	322.49

* The claims against the company comprise:

For taxes and others to the extent ascertainable Rs. 80.66 lacs (previous period Rs.80.66 lacs)

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

For Customs Duty and penalty to the extent quantified by the authorities Rs.241.00 lacs (previous period Rs. 241.00 lacs).

- 20 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 Rs.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 Rs. 10/- each for every 1 equity share of Rs. 100/- each held in the Transferor company.
- 21 There are no outstanding due to small-scale industrial undertakings as on 31st March 2017. There are no delayed payments to the suppliers covered under the 'Interest on delayed payments to Small scale and Ancillary Undertakings Act, 1993'.
- 22 The company's accumulated losses as at 31st March 2017 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.
- 23 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 period, 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.
- 24 Figures for current period are from 01/04/2016 to 31/03/2017 and to that extent are not comparable with those for the previous period which is from 01/07/2015 to 31/03/2016. Previous period's figures have been regrouped/rearranged to conform to current period's presentation. During current year from Sundry Creditors amounting Rs. 12 lakh, (due to HCL Corporation Pvt. Ltd.) has been reclassified in Unsecured loans 25 The Company does not have any specified bank notes (SBN) as on 8th November 2016 neither there was any transaction in SBN during the period 8th November 2016 to 30th December 2016.

Notes to financial statements for the Year ended on March 31, 2017

	SBNs	Other denominationotes	Total
Closing cash in hand as on 08.11. 2016	-	19,782	19,782
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12. 2016	-	19,782	19,782

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

SUNIL KUMAR SHRIVASTAVA
Director
(DIN-00259961)

PREETI SAXENA
Company Secretary
(M. No. : FCS 3615)

RITA GUPTA
Managing Director
(DIN-00899240)

SURESH CHAND SHARMA
Chief Financial Officer
(PAN : AIDPS1068D)

Place : New Delhi
Dated :- May 26, 2017

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