

## NOTICE

**UNIVERSAL OFFICE AUTOMATION LTD.**

REGD. OFFICE : 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI 110019

NOTICE is hereby given that the Twentieth Annual General Meeting of the Company will be held on Thursday, the 20<sup>th</sup> September, 2012 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 at 3.30 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012, the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P.S. Ravishankar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S.D. Chopra & Associates (FRN No 003789), Chartered Accountants, the retiring Auditors, being eligible offer themselves for re-appointment.

**SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution :

“RESOLVED that pursuant to the provisions of Section 198, 269, 309 and all other applicable provisions if any, of the Companies Act, 1956, read with Schedule XIII and pursuant to Articles 121 of the Articles of Association of the Company, Approval of the Company be and is hereby accorded to the appointment of Mr. Kul Bhushan Rattan, Director as “Whole Time Director” of the Company for a period of 5 years w.e.f. 30<sup>th</sup> July, 2012 without payment of any remuneration.”

By Order of the Board  
For Universal Office Automation Limited

Noida  
30<sup>th</sup> July, 2012

Preeti Saxena  
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED. THE PROXY FORM DULY FILLED IN AND SIGNED ACROSS THE REVENUE STAMP OF Re 1. SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 17<sup>th</sup> day of September 2012 to Thursday, the 20<sup>th</sup> day of September 2012 (both days inclusive).
3. The Members are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agents for shares held in physical mode. The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.
4. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
5. Information under Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement of the Director proposed to be re-appointed in Annual General Meeting scheduled to be held on Tuesday, 20<sup>th</sup> September, 2012:-

Mr. P.S Ravishankar, Director retires by rotation and being eligible, offers himself for re-appointment. Mr.P.S.Ravishankar was co-opted on the Board w.e.f. 10<sup>th</sup> September, 2005. Mr. P.S.Ravishankar is an independent non-executive Director. He is a

Commerce Graduate and has over 30 years of experience in Accounts & Finance. He is Director in following other Companies.

S.No	Name of Companies/Firms	Nature of Interest
1	International Data Management Limited	Director
2	First Stonex Limited	Director

The shareholding of Mr.P.S. Ravishankar in the Company as on 31<sup>st</sup> March, 2012 is **NIL**

#### EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 (ANNEXED TO THE NOTICE DATED 30<sup>TH</sup> JULY, 2012)

Item No. 4:-

The Board of Directors in their meeting held on 30<sup>th</sup> July, 2012 had approved the appointment of Mr. Kul Bhushan Rattan, Director as the "Whole Time Director" of the Company without payment of any remuneration for a period of five years with effect from 30<sup>th</sup> July, 2012.

The appointment of Mr. Kul Bhushan Rattan, Director as the "Whole Time Director "of the Company is subject to the approval of the shareholders.

Mr. Kul Bhushan Rattan is an independent non-executive Director. He is a Commerce Graduate and has over 30 years of experience in Accounts & Finance.

The Directors therefore recommend the resolution set out at item No 4 for approval.

Except Mr. Kul Bhushan Rattan, none of the Director of the Company is interested in this resolution.

This should also be treated as an abstract of the terms and condition of the appointment of the aforesaid Whole - time Director and the memorandum of interest of the Director in the said appointment, & contemplated under Section 302 of the Companies Act, 1956.

By Order of the Board  
For Universal Office Automation Limited

Noida  
30<sup>h</sup> July, 2012

Preeti Saxena  
Company Secretary

## DIRECTORS' REPORT

### To the Members,

The Directors of your Company herewith present the Twentieth Annual Report together with the Audited Accounts for the financial year ended 31st March, 2012.

### FINANCIAL RESULTS

	(₹ in lacs)	
	2011-12	2010-11
1. Sales and other income	32.83	37.05
2. Profit/Loss before Interest, Depreciation and Tax	15.38	14.91
3. Finance Charges	0.00	0.00
4. Depreciation	8.07	8.30
5. Profit/(Loss) before Tax	7.31	6.61
6. Provision for Taxation	1.39	1.23
7. Net Profit/(Loss) after tax for the current year	5.92	5.38
8. Capital Reserve	297.63	297.63
9. Securities Premium Reserve	333.37	333.37
10. Closing Balance (Profit & Loss Account)	(2414.06)	(2419.98)
11. Total Reserve and Surplus (10-9-8)	(1783.06)	(1788.98)

### PERFORMANCE

The other income of the Company was ₹ 32.83 Lacs as against ₹ 37.05 Lacs in the previous year. The profit for the year ended 31st March, 2012 was ₹ 5.92 Lacs as against profit of ₹ 5.38 Lacs in the previous year.

### FIXED DEPOSITS

As on 31<sup>st</sup> March, 2012, there was no unclaimed deposit.

### DIRECTORS

In accordance with the Articles of Association of the company, Mr. P.S. Ravishankar, a Director retires by rotation and being eligible offers himself for re-appointment.

### DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts for the year ended March 31, 2012, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the profit of the Company for the year ended on that date;

- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

### AUDITORS AND AUDITORS' REPORT

The Auditors of the Company, M/s. S.D. Chopra & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. Your Directors recommend their reappointment. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be in accordance with section 224(1B) of the Companies Act, 1956.

The notes to Accounts are self explanatory and therefore does not call for any further comments.

### PERSONNEL

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

### ADDITIONAL INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

During the year under review considering the nature of activities undertaken by your Company, there are no particulars to be furnished in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo.

### CORPORATE GOVERNANCE

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

### ACKNOWLEDGEMENT

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

On behalf of the Board of Directors

New Delhi  
28<sup>th</sup> May, 2012

Kul Bhusan Rattan  
DIRECTOR

P.S.Ravishankar  
DIRECTOR

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

### 2. BOARD OF DIRECTORS:

- (i) All the Directors of the Company are non executive and independent.
- (ii) The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of Directorships and Committee Chairmanship / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/ Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Names	Category	No. of Board Meetings		Whether attended last AGM held on 20 <sup>th</sup> September, 2011	No. of Directorships in other public companies		No. of Committee positions held in other public companies	
		Held	Attended	Attended	Chairman	Member	Chairman	Member
Mr. P.S.Ravishankar	Independent & Non-Executive Director	4	4	Yes	-	2	-	-
Mr. Sushil Kumar Jain	Independent & Non-Executive Director	4	4	Yes	-	NIL	-	-
Mr. Kul Bhushan Rattan	Independent & Non-Executive Director	4	3	Yes	-	NIL	-	-

- (iii) Five Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

30<sup>th</sup> May, 2011, 29<sup>th</sup> July, 2011, 7<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.

- (iv) None of the Non - Executive Directors has any material pecuniary relationship or transactions with the Company.
- (v) Necessary information as mentioned in Annexure 1A to Clause 49 of the listing agreement has been placed before the Board for their consideration.

### 3. ACCOUNTS AND AUDIT COMMITTEE:

- (i) The Accounts and Audit Committee of the Company was constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. 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.

## Report on Corporate Governance (contd...)

- (iii) The composition, powers, roles and the terms of reference of the Committee are in terms of the requirement of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. All the committee members have reasonable knowledge of finance and accounting and two members possess financial and accounting expertise.
- (iv) The Composition of the Accounts and Audit Committee and details of meetings attended by its members are given below:

Names	No of Audit Committee Meetings	
	Held	Attended
Mr.P.S.Ravishankar (Chairman)	4	4
Mr. Sushil Kumar Jain (Member)	4	4
Mr. Kul Bhushan Rattan (Member)	4	3

- (v) The Committee met 4 times during the financial year 2011-12 on the following dates :
- 30<sup>th</sup> May, 2011, 29<sup>th</sup> July, 2011, 7<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.
- (vi) The previous Annual General Meeting of the Company was held on 20<sup>th</sup> September, 2011 and it was attended by Mr. P.S.Ravishankar, the Chairman of the Committee.
- (vii) Compensation policy for Non - Executive Directors (NEDs): - neither remuneration nor sitting fees is paid to the Directors.

#### 4. REMUNERATION COMMITTEE

- (i) As no remuneration is paid to the Directors, no remuneration committee has been set up.
- (ii) None of the Directors of the Company held any share of the Company as on March 31, 2012.

#### 5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

- (i) The Board has constituted Shareholders' / Investors' Grievance Committee to oversee and review all matters connected with the transfer of Shares of the Company and redressal of Shareholders / investors' complaints.
- (ii) The composition of the Shareholders' / Investors' Grievance Committee and the details of meeting attended by its members are given below:

Names	Category	No of Meetings	
		Held	Attended
Mr. Sushil Kumar Jain (Chairman)	Independent, Non Executive	4	4
Mr.P.S.Ravishankar (Member)	Independent, Non Executive	4	4
Mr. Kul Bhushan Rattan (Member)	Independent, Non Executive	4	3

- (iii) The Committee met 4 times during the financial year 2011-12 on the following dates:
- 30<sup>th</sup> May, 2011, 29<sup>th</sup> July, 2011, 7<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.

## Report on Corporate Governance (contd...)

- (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 received one complaint from The Bombay Stock Exchange Limited - Mumbai which was resolved. No complaints were pending either at beginning or at the end of the year. There were no shares pending for transfer as on 31<sup>st</sup> March, 2012.

### 6. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
2008-09	12 <sup>th</sup> September, 2009	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2009-10	20 <sup>th</sup> September, 2010	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2010-11	20 <sup>th</sup> September, 2011	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi

- ii) Postal Ballot: During the year no resolution has been passed through postal ballot.
- (iii) There are no special resolutions passed at any last 3 AGMs.

### 7. DISCLOSURES:

- i) There are no materially significant related party transactions of the Company, which have potential conflict with the interests of the company at large.
- ii) The Company has complied with the requirements of the stock Exchanges / SEBI / any Statutory Authority on all matters related to capital markets during the last three years. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authorities relating to the above.
- iii) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has further complied with para (4) of annexure - 1D to Clause 49 as the Statutory Financial Statements of the Company are unqualified.
- iv) A qualified Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- v) The company has voluntarily appointed M/s Siddiqui & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year ended March 31, 2012, who has submitted his report confirming the compliance with all the applicable provisions of the various corporate laws.

### 8. MEANS OF COMMUNICATION:

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

## Report on Corporate Governance (contd...)

- whether presentations made to institutional Investors or to analyst No

### 9. GENERAL SHAREHOLDERS' INFORMATION:

- (i) Annual General Meeting :

Day & Date	Time	Venue
Tuesday, September 20 <sup>th</sup> 2012	3.30 p.m.	Air Force Auditorium Subroto Park NewDelhi

- (ii) Financial Calendar (tentative) for the year 2011-12:

Adoption of Results for the quarter ending 30 <sup>th</sup> June, 2012	30 <sup>th</sup> July, 2012
Adoption of results for the quarter ending 30 <sup>th</sup> September, 2012	29 <sup>th</sup> October, 2012
Adoption of results for the quarter ending 31 <sup>st</sup> December, 2012	30 <sup>th</sup> January, 2013
Adoption of Audited Results for the financial year ended 31 <sup>st</sup> March, 2012	30 <sup>th</sup> May, 2013

- (iii) Dates of Book Closure

Monday, the 17<sup>th</sup> day of September, 2012 to Thursday, the 20<sup>th</sup> day of September, 2012 (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 2012-13 has been paid.

- (vi) Stock Codes/ Symbol :

The Bombay Stock Exchange Ltd. :

Electronic form - 523519

- (vii) Market price data:

Month	Company's Share Price		BSE Index	
	High (₹)	Low (₹)	High	Low
APRIL, 2011	3.68	2.41	19811.14	18976.19
MAY, 2011	3.64	2.19	19253.87	17786.13
JUNE, 2011	10.24	3.45	18873.39	17314.38
JULY, 2011	9.66	4.34	19131.70	18131.86
AUGUST, 2011	4.55	3.11	18440.07	15765.53
SEPTEMBER, 2011	4.20	3.06	17211.80	15801.01
OCTOBER, 2011	3.56	2.62	17908.13	15745.43
NOVEMBER, 2011	3.25	2.52	17702.26	15478.69
DECEMBER, 2011	3.00	2.28	17003.71	15135.86
JANUARY, 2012	3.75	2.33	17258.97	15358.02
FEBRUARY, 2012	3.61	2.87	18523.78	17061.55
MARCH, 2012	3.16	2.62	18040.69	16920.61

## Report on Corporate Governance (contd...)

### (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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi-110020  
Tel: +91 11 30857575 (10 Lines), Fax: +91 11 30857562  
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) (b) Distribution of Shareholding as on March 31, 2012:

No. of Equity shares	Shareholders		Total Shares	
	Number	%	Number	%
Upto 500	11468	92.15	929958	6.35
501-1000	511	4.11	445113	3.04
1001-2000	231	1.86	368784	2.52
2001-3000	63	0.51	168345	1.15
3001-4000	42	0.34	148345	1.01
4001-5000	35	0.28	168167	1.15
5001-10000	46	0.37	342181	2.34
10001 and above	49	0.39	12081893	82.44
<b>Total</b>	<b>12445</b>	<b>100.00</b>	<b>14652686</b>	<b>100.00</b>

### (b) Shareholding pattern as on March 31, 2012

Category	No. of shares	Percentage
Promoters / Promoters Group	9,489,173	64.76
Mutual Funds/ UTI	3,432	0.02
Financial Institutions /Banks	64,160	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	1,013,281	6.92
Indian Public	4,034,421	27.53
NRI / OCBs	48,219	0.33
<b>GRAND TOTAL</b>	<b>14,652,686</b>	<b>100.00</b>

### (xi) Dematerialization of shares

The shares of the Company are compulsorily traded in dematerialised form and are available for trading on both the depositories in India i.e. NSDL & CDSL. As on March 31, 2012, 32.30% equity shares of the



## Report on Corporate Governance (contd...)

Company are held in dematerialised form. The Company's shares are regularly traded on the BSE in electronic form.

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

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

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

(xiv) **Address for Correspondence:**

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

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

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

### 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 31<sup>st</sup> March, 2012, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchange.
2. The Compliance of conditions of corporate governance is the responsibility of the management .Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance .It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement .
4. We state that in respect of investor grievances. the Registrar and Share Transfer Agents of the Company has maintained the relevant records and certify that as on March 31, 2012 there was no investor grievances pending against the Company for a period exceeding one month.
5. We further state such compliance neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

S.D. Chopra  
 Proprietor

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

Place: New Delhi  
 Date : 28<sup>th</sup> May, 2012

# Auditors' Report

## Independent Auditor's Report To

### The Members of Universal Office Automation Limited

1. **Report on the financial statements:** We have audited the accompanying financial statements of Universal Office Automation Limited, which comprise the Balance Sheet as at 31st March, 2012 and the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.
2. **Management's responsibility for the financial statements:** Management is responsible for the preparation of these financial statements that gives a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.
3. **Auditor's Responsibility:** Our responsibility is to express an opinion on these financial statement based on our audit. Except as matters stated in paragraph 4 below, we conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. We draw attention to:
  - a) Sub note (h) of Note 2.1 regarding Deferred tax assets.
  - b) Note 24: Though the company has incurred losses far in excess of paid up capital and reserves, since the director's are looking for right opportunity to explore the similar line of business of activity, the directors consider that it is appropriate to prepare, the financial statements on going concern basis.

5. **Opinion:** Subject to the matters stated in paragraph 4, In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
- b. in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

### 6. Report on other legal and regulatory requirements

1. As required by the Companies(Auditor's Report) Order, 2003 ("the Order") issued by the Central government of India in terms of sub section (4A) of Section 227 of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
  - c. The Balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of accounts.
  - d. In our opinion, the balance sheet, statement of profit and cash flow statement comply with the accounting standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956.
  - e. On the basis of written representations received from the directors as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 st March, 2012 from being appointed as a director in terms of clause (g) of sub section of Section 274 of the Companies Act, 1956

For S.D. Chopra & Associates  
Chartered Accountants

S.D. Chopra  
Proprietor

Place: New Delhi  
Date: 28<sup>th</sup> May, 2012

Membership No. 82537

### Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

1. i. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- ii. The physical verification of the fixed assets has not been carried out during the year.

- iii. None of the fixed assets have been disposed off during the year.
2. The company has no inventory at the end of the year.
3. i. According to the information and explanations given to us the company has not taken any loans secured or unsecured from the firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- ii. The company has not granted any loans secured or unsecured to the firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. i) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.
- ii) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The company has not accepted fixed deposits from the public during the year and there is no balance outstanding as at 31<sup>st</sup> March, 2012.
7. There were no internal audit systems in operation during the year. However, the company has internal control system which, in our opinion, is adequate in relation to the size of the company.
8. The Central Government has not prescribed the maintenance of cost records by the company under Section 209(1)(d) of the Companies Act, 1956 for any of its products.
9. i) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sale tax, wealth tax, service tax, cess and other statutory dues applicable to it.
- ii) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were outstanding, as at 31<sup>st</sup> March, 2012 for a period of more than six months from the date they become payable.
- iii) According to the information and explanations given to us, the dues of Sales Tax, Customs Duty, Excise Duty which have not been deposited on account of any dispute and the forum where the dispute is pending are as under:

Nature of the statute	Nature of the dues	Amount [₹ in lacs]	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.83	Collector of Central Excise
Customs Act, 1962	Custom Duty	49.96 241.00	Supreme Court / Collector of Custom
Sales Tax & various other Acts		30.44 57.10	Sales Tax Tribunal / Dy. Commissioner/Commissioner(Appeal)

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

For S.D. Chopra & Associates  
Chartered Accountants

S.D. Chopra

Proprietor

Place: New Delhi  
Date: 28<sup>th</sup> May, 2012

Membership No. 82537

**Balance Sheet** as at March 31, 2012

	Notes	As at March 31, 2012 ₹/Lacs	As at March 31, 2011 ₹/Lacs
<b>EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds:</b>			
(a) Share Capital	3	1465.27	1465.27
(b) Reserves and Surplus	4	-1783.06	-1788.98
<b>2 Non-current liabilities:</b>			
(a) Long-Term Borrowings		-	-
(b) Trade Payables	7	187.86	187.78
(c) Other Long term liabilities		-	-
(d) Long term provisions	5	1.45	1.45
<b>3 Current Liabilities:</b>			
(a) Short Term Borrowings	6	313.89	313.89
(b) Trade Payables	7	3.02	6.72
(c) Other Current Liabilities	8	56.48	56.56
Total		<u>244.91</u>	<u>242.69</u>
<b>ASSETS</b>			
<b>1 Non-Current Assets:</b>			
(a) Fixed Assets	9		
(i) Tangible Assets		4.25	12.32
(b) Non-Current Investments	10	1.15	1.15
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	11	68.04	64.82
(e) Trade Receivables	12	22.76	11.97
(f) Other Non Current Assets	13	109.68	109.87
<b>2 Current Assets:</b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	12	30.38	30.38
(d) Cash and Cash Equivalents	13	3.73	3.12
(e) Short-Term Loans and Advances	11	4.92	9.06
(f) Other Current Assets		-	-
Total		<u>244.91</u>	<u>242.69</u>
Summary of significant accounting policies and Notes to financial statements	1 to 27		

As per our report of even date

The accompanying notes are an integral part of the financial statements

S.D. Chopra

*Proprietor*

Membership No. 82537

For and on behalf of

S.D. Chopra &amp; Associates

Chartered Accountants

New Delhi

28th May, 2012

for and on behalf of Board

SUSHIL KUMAR JAIN

*Director*

KUL BHUSHAN RATTAN

*Director*

P.S. RAVISHANKAR

*Director*

PREETI SAXENA

*Company Secretary*

**Profit and Loss Account** for the year ended March 31, 2012

	Notes	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
<b>Continuing Operations</b>			
I			
Revenue from operations		-	-
II	14	32.83	37.05
Other Income			
III		32.83	37.05
Total Income (I + II)			
<b>IV Expenses</b>			
Finance Costs	15	0.39	0.61
Depreciation and Amortization Expense	16	8.07	8.30
Other Expenses	17	17.06	21.53
Total Expenses		25.52	30.44
V		7.31	6.61
<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>			
VI		-	-
Exceptional items			
VII		7.31	6.61
<b>Profit before extraordinary items and tax (V-VI)</b>			
VIII		-	-
Extraordinary items			
IX		7.31	6.61
<b>Profit before tax (VII-VIII)</b>			
X		1.39	1.23
Tax Expense:			
Current tax			
Deferred Tax		-	-
XI		5.92	5.38
<b>Profit/(Loss) for the year from continuing operations (IX-X)</b>			
<b>Discontinuing Operations</b>			
XII		-	-
Profit/(Loss) from discontinuing operations			
XIII		-	-
Tax expense of discontinuing operations			
XIV		-	-
<b>Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)</b>			
XV		5.92	5.38
<b>Profit (Loss) for the period (XI + XIV)</b>			
XVI	18		
Earnings per equity share:			
Basic computed on basis of profit from continuing operations		0.040	0.037
Diluted computed on basis of profit from continuing operations		0.040	0.037

Summary of significant accounting policies and Notes to financial statements 1 to 27

As per our report of even date

The accompanying notes referred to above form an integral part of the financial statements

S.D. Chopra  
Proprietor

for and on behalf of Board

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

SUSHIL KUMAR JAIN  
Director

KUL BHUSHAN RATTAN  
Director

P.S. RAVISHANKAR  
Director

New Delhi  
28th May, 2012

PREETI SAXENA  
Company Secretary

## Cash flow statement for the year ended March 31, 2012

	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
<b>(A) Cash Flow from Operating Activities</b>		
Net Profit/ Loss (-) before tax and extra ordinary items from continuing operations	7.31	6.61
Adjustments for:		
Depreciation	8.07	8.30
Interest & other income	<u>(5.50)</u>	<u>(10.05)</u>
	<u>2.57</u>	<u>(1.75)</u>
Operating Profit/Loss (-) before working capital changes	9.88	4.86
Adjustments for:		
Increase/(Decrease) in Trade receivables and Loans and Advances	(9.85)	(19.80)
Increase/(Decrease) in Trade payables and other Current Liabilities	<u>(3.70)</u>	<u>3.89</u>
	<u>(13.55)</u>	<u>(15.91)</u>
Cash generated from/used in operations	<u>(3.67)</u>	<u>(11.05)</u>
Direct tax paid	<u>(1.41)</u>	<u>2.95</u>
	<u>(1.41)</u>	<u>2.95</u>
<b>Net Cash from/used in Operating Activities (A)</b>	<u><u>(5.08)</u></u>	<u><u>(8.10)</u></u>
<b>(B) Cash flow from Investing Activities</b>		
Interest and other income	<u>5.50</u>	<u>10.05</u>
	<u>5.50</u>	<u>10.05</u>
<b>Net Cash from/ used in (-) investing activities (B)</b>	<u><u>5.50</u></u>	<u><u>10.05</u></u>

**Cash flow statement for the year ended March 31, 2012 (contd.)**

	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
<b>(C) Cash flow from Financing Activities</b>		
Net cash from/used in (-) Financing Activities(C)	-	-
Opening balance of Cash & Cash equivalents	112.99	111.04
Closing balance of Cash & Cash equivalents	113.41	112.99
<b>Net Increase/Decrease(-) in Cash and Cash equivalents</b>	<b>0.42</b>	<b>1.95</b>
<b>Total (A) + (B) + (C)</b>	<b>0.42</b>	<b>1.95</b>
Summary of Significant accounting policies and Notes to financial statements	1 to 27	

**Notes:**

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

As per our report of even date

For and on behalf of the Board

S.D. Chopra

*Proprietor*

Membership No. 82537

For and on behalf of

S.D. Chopra &amp; Associates

Chartered Accountants

New Delhi

28th May, 2012

SUSHIL KUMAR JAIN

*Director*

KUL BHUSHAN RATTAN

*Director*

P.S. RAVISHANKAR

*Director*

PREETI SAXENA

*Company Secretary*

## Notes to financial statements for the year ended March 31, 2012

### 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, services.

### 2. Basis of preparation

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

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

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

#### 2.1 Summary of significant accounting policies

##### a. Change in accounting policy

##### Presentation and disclosure of financial statements

During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI doesnot impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. For further details, refer note 26.

##### b. 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.

##### c. 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.



## Notes to financial statements for the year ended March 31, 2012 (contd.)

### d. Depreciation on tangible fixed assets

Depreciation has been calculated under straight-line method on:

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

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

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

### e. 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.

### f. 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.

### g. Revenue Recognition

Sale of scrap is recognized on disposal of scrap.

### h. 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.

### i. 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 .

### j. 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

### k. 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, 2012 (contd.)**

	As at March 31, 2012 ₹/Lacs	As at March 31, 2011 ₹/Lacs
<b>3. SHARE CAPITAL</b>		
AUTHORISED		
1,000,000 (31 March, 2011 : 1,000,000) Preference shares of ₹ 100 each	1000.00	1000.00
50,000,000 (31 March, 2011 : 50,000,000) Equity Shares of ₹ 10 each	5000.00	5000.00
	<b>6000.00</b>	<b>6000.00</b>
ISSUED, SUBSCRIBED & PAID UP		
1,46,52,686 (Previous Year: 1,46,52,686) Equity Shares of ₹ 10 each	1465.27	1465.27
Total issued, subscribed and fully paid up share capital	<b>1465.27</b>	<b>1465.27</b>

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

	As at March 31, 2012		As at March 31, 2011	
	Number	₹/Lacs	Number	₹/Lacs
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	146.53	1,465.27	146.53	1,465.27
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>146.53</b>	<b>1,465.27</b>	<b>146.53</b>	<b>1,465.27</b>

**b. Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors if any, is subject to approval of the shareholders in ensuing Annual General Meeting.

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

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

	As at March 31, 2012 ₹/Lacs	As at March 31, 2011 ₹/Lacs
<b>c. Shares held by holding company</b>		
* HCL Corporation Private Limited-Holding Company		
86,65,966 (31 March, 2011 : 86,67,148)		
Equity Shares of ₹ 10 each fully paid	<u>866.59</u>	<u>866.71*</u>
	<u>866.59</u>	<u>866.71</u>

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

(i) 49,64,529 (31 March, 2011 : 49,64,529) of ₹ 10/- each were allotted as fully paid up pursuant to a contract without payment being received in cash.

(ii) 47,23,614 (31 March, 2011 : 47,23,614) of ₹ 10/- each were allotted as fully paid up pursuant to the Scheme of Amalgamation between erstwhile Sandarbh Properties Private Limited and the Company.

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

	As at March 31, 2012		As at March 31, 2011	
	Number	% holding	Number	% holding
<b>Equity Shares of ₹ 10 each fully paid</b>				
*HCL Corporation Private Limited-				
Holding Company	86.66	59.14	86.67*	59.15*
Kanchana R	8.89	6.07	8.89	6.07

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

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

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

	As at March 31, 2012 ₹/Lacs	As at March 31, 2011 ₹/Lacs
<b>4. RESERVES AND SURPLUS</b>		
<b>a. Capital Reserves</b>		
Opening Balance	297.63	297.63
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<u>297.63</u>	<u>297.63</u>
<b>b. Securities Premium Reserve</b>		
Opening Balance	333.37	333.37
Add: Securities premium credited on Share issue	-	-
Less: Premium Utilised	-	-
Closing Balance	<u>333.37</u>	<u>333.37</u>
<b>c. Profit and Loss Account</b>		
Opening Balance	-2,419.98	-2,425.36
(+) Net Profit/Net (Loss) for the current year	5.92	5.38
Closing Balance	<u>-2,414.06</u>	<u>-2,419.98</u>
<b>Total Reserves and Surplus</b>	<u><u>-1,783.06</u></u>	<u><u>-1,788.98</u></u>

**5. PROVISIONS**

	Long Term		Short Term	
	March 31, 2012 ₹/Lacs	March 31, 2011 ₹/Lacs	March 31, 2012 ₹/Lacs	March 31, 2011 ₹/Lacs
<b>(a) Provision for employee benefits</b>				
Provisions for Gratuity	1.13	1.13	-	-
	<u>1.13</u>	<u>1.13</u>	<u>-</u>	<u>-</u>
<b>(b) Other provisions</b>				
Personal Cost payable	0.32	0.32	-	-
	<u>0.32</u>	<u>0.32</u>	<u>-</u>	<u>-</u>
Total	<u><u>1.45</u></u>	<u><u>1.45</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

	<b>As at March 31, 2012 ₹/Lacs</b>	<b>As at March 31, 2011 ₹/Lacs</b>
<b>6. SHORT TERM BORROWINGS</b>		
Interest free loan from related parties repayable on demand (unsecured)	313.89	313.89
	<u>313.89</u>	<u>313.89</u>
The above amount represents		
<b>Unsecured borrowings</b>	<u>313.89</u>	<u>313.89</u>
	<u>313.89</u>	<u>313.89</u>

**7. TRADE PAYABLES**

	<b>Non Current</b>		<b>Current</b>	
	<b>March 31, 2012</b>	<b>March 31, 2011</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>
	<b>₹/Lacs</b>	<b>₹/Lacs</b>	<b>₹/Lacs</b>	<b>₹/Lacs</b>
Sundry Creditors	<u>187.86</u>	<u>187.78</u>	<u>3.02</u>	<u>6.72</u>
	<u>187.86</u>	<u>187.78</u>	<u>3.02</u>	<u>6.72</u>

	<b>As at March 31, 2012 ₹/Lacs</b>	<b>As at March 31, 2011 ₹/Lacs</b>
<b>8. OTHER CURRENT LIABILITIES</b>		
Other Liabilities		
Sundry Deposits	5.37	5.37
Advance from customers	50.73	50.73
Others		
Sales Tax Payable	0.28	0.28
TDS Payable	0.10	0.18
	<u>56.48</u>	<u>56.56</u>

## Notes to Financial Statements for the year ended on March 31, 2012 (contd.)

### 9. FIXED ASSETS

	₹/Lacs								
	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at April 1, 2011	Addition during the year	As at March 31, 2012	As at April 1, 2011	Addition during the year	As at March 31, 2012	As at March 31, 2012	As at March 31, 2011	
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	216.52	-	216.52	205.27	8.07	213.34	3.18	11.25	
Vehicles	17.95	-	17.95	17.95	-	17.95	-	-	
	262.58	-	262.58	250.26	8.07	258.33	4.25	12.32	
Previous Year	262.58	-	262.58	241.96	8.07	250.26	12.32		

As at March 31, 2012 ₹/Lacs	As at March 31, 2011 ₹/Lacs
-----------------------------------	-----------------------------------

### 10. NON CURRENT INVESTMENTS

Non-trade investments (valued at cost unless stated otherwise)  
Investment in equity instruments (quoted)

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

Government Securities (unquoted)

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

<b>1.15</b>	<b>1.15</b>
-------------	-------------

Aggregate amount of quoted investments (Market value: 1.01 lacs  
(31 March, 2011 : 1.37 lacs)) 0.78 0.78

Aggregate amount of unquoted investments 0.37 0.37

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

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)****11. LOANS AND ADVANCES**

	<b>Non Current</b>		<b>Current</b>	
	<b>March 31, 2012</b>	<b>March 31, 2011</b>	<b>March 31, 2012</b>	<b>March 31, 2011</b>
	<b>₹/Lacs</b>	<b>₹/Lacs</b>	<b>₹/Lacs</b>	<b>₹/Lacs</b>
<b>Security Deposits</b>				
Unsecured, considered good	<u>1.41</u>	<u>1.41</u>	<u>-</u>	<u>-</u>
	<u>1.41</u>	<u>1.41</u>		
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	<u>46.17</u>	<u>37.11</u>	<u>4.92</u>	<u>9.06</u>
	<u>46.17</u>	<u>37.11</u>	<u>4.92</u>	<u>9.06</u>
<b>Other Loans and Advances</b>				
Advance Income Tax (net of provision for taxation)	<u>20.46</u>	<u>26.30</u>	<u>-</u>	<u>-</u>
	<u>20.46</u>	<u>26.30</u>	<u>-</u>	<u>-</u>
	<u>68.04</u>	<u>64.82</u>	<u>4.92</u>	<u>9.06</u>
			<b>As at March 31, 2012 ₹/Lacs</b>	<b>As at March 31, 2011 ₹/Lacs</b>

**12. TRADE RECEIVABLES AND OTHER ASSETS**

Non Current	<u>22.76</u>	<u>11.97</u>
	<u>22.76</u>	<u>11.97</u>
<b>Current</b>		
Exceeding six months from the date they are due for payment		
Unsecured, considered good	<u>15.19</u>	<u>15.19</u>
<b>Other Receivables</b>		
Unsecured, considered good	<u>15.19</u>	<u>15.19</u>
	<u>30.38</u>	<u>30.38</u>

## Notes to Financial Statements for the year ended on March 31, 2012 (contd.)

### 13. CASH AND CASH EQUIVALENTS

	Non Current		Current	
	March 31, 2012 ₹/Lacs	March 31, 2011 ₹/Lacs	March 31, 2012 ₹/Lacs	March 31, 2011 ₹/Lacs
<b>Cash and Cash Equivalent</b>				
Balanced with banks:				
On current accounts	-	-	3.68	3.07
Cash on Hand	-	-	0.05	0.05
	-	-	3.73	3.12
<b>Other bank balances</b>				
Margin Money deposits	109.68	109.87	-	-
	109.68	109.87	-	-
	109.68	109.87	3.73	3.12

Margin Money deposits given as security

Margin money deposits with a carrying amount of ₹ 109.68 lacs (31 March 2011 : ₹ 109.87) are against various cases pending with customs, excise, sales tax and other legal authorities

	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
--	--	--

### 14. OTHER INCOME

#### Dividends

Interest income on Margin Money {TDS ₹ 0.55 Lacs (Previous year ₹ 0.99 Lacs)}	5.48	10.05
Assets hire charges {TDS ₹ 0.86 Lacs (Previous year ₹ 1.96 Lacs)}	27.00	27.00
Interest on income tax refund	0.33	-
Dividend Income	0.02	-
	32.83	37.05

	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
--	--	--

### 15. FINANCE COSTS

Bank Charges	0.39	0.61
	0.39	0.61



**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

	Year ended March 31, 2012 ₹/Lacs	Year ended March 31, 2011 ₹/Lacs
<b>16. DEPRICIATION AND AMORTISATION EXPENSE</b>		
Depriciation of tangible assets	8.07	8.30
	<u>8.07</u>	<u>8.30</u>
<b>17. OTHER EXPENSES</b>		
Rates and Taxes	0.16	10.40
Travelling & Conveyance	0.05	-
Legal & Professional Expenses	8.00	4.73
Payment to Auditor (Refer details below)	0.95	1.06
Annual General Meeting expenses	3.45	2.85
Prior Period Expenses	0.19	-
Miscellaneous Expenses	4.26	2.49
	<u>17.06</u>	<u>21.53</u>
Payment to Auditor		
<b>As auditor:</b>		
Audit Fee	0.60	0.60
Tax Audit Fee		
Limited review	0.06	0.13
<b>In other Capacity:</b>		
Taxation matters	0.17	0.17
Other services (certification fees)		0.05
Reimbursement of expenses	0.12	0.11
	<u>0.95</u>	<u>1.06</u>

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

	Year ended March 31, 2012 <u>₹/Lacs</u>	Year ended March 31, 2011 <u>₹/Lacs</u>
<b>18. EARNINGS PER SHARE (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
<b>Total operations for the year</b>		
Net Profit/(Loss) after tax for calculations of basic EPS	<u>5.92</u>	<u>5.38</u>
	<u>5.92</u>	<u>5.38</u>
Net Profit/(Loss) after tax for calculations of diluted EPS	<u>5.92</u>	<u>5.38</u>
	<u>5.92</u>	<u>5.38</u>
	<u>No. Lacs</u>	<u>No. Lacs</u>
Weighted average number of equity shares in calculating basic EPS	<u>146.53</u>	<u>146.53</u>
Weighted average number of equity shares in calculating diluted EPS	<u>146.53</u>	<u>146.53</u>
Earnings per equity share:		
(1) Basic computed on basis of profit from continuing operations	<b>0.040</b>	0.037
(2) Diluted computed on basis of profit from continuing operations	<b>0.040</b>	0.037

**19. RELATED PARTY DISCLOSURE**

Name of related parties and related party relationship

Holding Company	HCL Corporation Private Limited (formerly known as Guddu Investment (Pondi) Private Limited)
Other Group Companies	HCL Infosystems Limited HCL Technologies Ltd. and its subsidiaries
Key Management Personnel	Mr. P.S. Ravishankar Mr. Kul Bhushan Rattan Mr. Sushil Kumar Jain Ms. Preeti Saxena

**Related party transactions**

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

**a. Sale/Purchase of goods and services**

	₹/Lacs			
	Holding Company		Other Group Companies	
	2012	2011	2012	2011
Sale of service/hire charges	-	-	27.00	27.00

## Notes to Financial Statements for the year ended on March 31, 2012 (contd.)

### b. Loans taken and repayment thereof

₹/Lacs

	Year ended	Loans taken from Holding Company	Repayment
Unsecured Loans	March31, 2012	139.80	-
	March 31, 2011	139.80	-

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

### c. Other Transactions

₹/Lacs

	Holding Company		Other Group Companies	
	2012	2011	2012	2011
Creditors	18.98	18.98	54.59	54.59
Debtors	-	-	53.14	42.35

## 20. CONTINGENT LIABILITIES

₹/Lacs

	2012	2011
Claims against company not acknowledged as debts*	379.33	544.10

\*The claims against the company comprise:

For taxes and others to the extent ascertainable ₹ 87.54 lacs (previous year ₹ 252.31 lacs)

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

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

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

47,23,614 equity shares of ₹ 10/- each fully paid up of the company have been allotted on May 10, 1996 to the shareholders of the Transferor company in the ratio of 9 equity shares of ₹ 10/- each for every 1 equity share of ₹ 100/- each held in the Transferor company.

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

23. There are no outstanding due to small-scale industrial undertakings as on 31st March 2012. There are no delayed payments to the suppliers covered under the 'Interest on delayed payments to Small scale and Ancillary Undertakings Act, 1993.

24. The company's accumulated losses as at 31st March, 2012 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.

## Notes to Financial Statements for the year ended on March 31, 2012 (contd.)

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

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

### 27. Previous year figures

Till the year ended March 31, 2011, the company was using pre revised Schedule VI to the Companies Act, 1956, for preparation and presentation of its financial statements. During the year ended March 31, 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the company. The company has reclassified previous year figures to conform to this year's classification. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet. The following is a summary of the effects that revised Schedule VI had on presentation of balance sheet of the company for the year ended March 31, 2011

Pre-revised Schedule VI			Revised schedule VI		
Heading	Amount	Adjustment	₹/Lacs	Heading	Nature of adjustment
			Amount		
<b>Sources of funds</b>				<b>Equity and liabilities</b>	
Shareholder's Funds					
Share Capital	1465.27	-	1465.27		
Reserves and Surplus	658.40	-2447.38	-1788.98	Reserves and surplus	Refer Working Note No.1
Loan Funds					
Unsecured loans	313.89	-	313.89	Short term borrowings	Refer Note No. 6
Current Liabilities and Provisions					
Sundry Creditors	194.97	-			
			187.78	Trade Payable	Non Current component (Refer Note No. 7)
			6.72	Trade Payable	Current component (Refer Note No. 7)
			0.47	Liabilities	Refer Note No. 8
Sundry Deposits	5.37	-	5.37	Other Current Liabilities	Refer Note No. 8
Advance from customers	50.72	-	50.72	Advance from customers	Other current liabilities (Refer Note No. 8)
Provisions for gratuity and other employee benefits	1.45	-	1.45	Long term provisions	Refer Note No. 5

**Notes to Financial Statements for the year ended on March 31, 2012 (contd.)**

<b>Application of funds</b>	2690.07	-2447.38	242.69	<b>Assets</b>	
Fixed Assets					
Net Block	12.32	-	12.32	Tangible Assets	Refer Note No. 9
Investments	1.15	-	1.15	Non Current Investments	Refer Note No. 10
Current Assets, loans and advances					
Sundry Debtors	42.35	-	11.97	Trade Receivables	Non Current component (Refer Note No. 12)
		-	30.38	Trade Receivables	Current component (Refer Note No. 12)
Cash and bank balance	112.99	-	109.87	Other Non Current Assets	Refer Note No. 13
		-	3.12	Cash and cash equivalents	Refer Note No. 13
Other Current Assets	1.41	-	1.41	Other Current Assets	Refer Note No. 11
Loans and Advances	72.47	-	63.41	Loans and Advances	Non Current component (Refer Note No. 11)
		-	9.06	Loans and Advances	Current component (Refer Note No. 11)
Profit and Loss Account	2447.38	-2447.38	-	Reserves and Surplus	Refer Working Note No.1
	<b>2690.07</b>	<b>-2447.38</b>	<b>242.69</b>		

**Working Note No. 1**

Reserves and Surplus	
Capital Reserves	297.63
Securities Premium	333.37
General Reserve	27.40
Total...(A)	<u>658.40</u>
Profit/(loss) for the year	5.38
Profit and Loss Dr. balance opening balance	-2452.76
Profit and Loss Dr. balance closing balance..... (B)	<u>-2447.38</u>
Reserves and Surplus closing balance... (A+B)	<u>-1788.98</u>

for and on behalf of Board

S.D. Chopra

*Proprietor*

Membership No. 82537

For and on behalf of

S.D. Chopra &amp; Associates

Chartered Accountants

New Delhi

28th May, 2012

SUSHIL KUMAR JAIN

*Director*

KUL BHUSHAN RATTAN

*Director*

P.S. RAVISHANKAR

*Director*

PREETI SAXENA

*Company Secretary*



**UNIVERSAL OFFICE AUTOMATION LTD.**

*(formerly known as HCL Office Automation Limited)*

REGD. OFFICE:806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI - 110 019

**ATTENDANCE SLIP**

**Twentieth Annual General Meeting - 20<sup>th</sup> September, 2012**

DP ID No. \_\_\_\_\_ CLIENT ID No. \_\_\_\_\_ FOLIO NO. \_\_\_\_\_  
*(Electronic Mode) (Electronic Mode) (Physical Mode)*

(Please mention both DP ID & Client ID Nos.) (Please mention the Folio No.)

I certify that I am a registered Member/Proxy of the registered Member of the Company.

I hereby record my presence at the Twentieth Annual General Meeting of the Company held on Thursday, the 20<sup>th</sup> September, 2012 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 at 3.30 P.M.

.....  
Member's/Proxy's name in BLOCK LETTERS Member's/Proxy's Signature

*Note: Please fill in this attendance slip and hand over at the entrance of the Meeting Hall.*

**FOR THE KIND ATTENTION OF SHAREHOLDERS**  
**No gift would be distributed by the Company at the AGM**

**UNIVERSAL OFFICE AUTOMATION LTD.**

*(formerly known as HCL Office Automation Limited)*

REGD. OFFICE:806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI - 110 019

**PROXY**

**Twentieth Annual General Meeting - 20<sup>th</sup> September, 2012**

DP ID No. \_\_\_\_\_ CLIENT ID No. \_\_\_\_\_ FOLIO No. \_\_\_\_\_  
*(Electronic Mode) (Electronic Mode) (Physical Mode)*  
(Please mention both DP ID & Client ID Nos.) (Please mention the Folio No.)

I/We \_\_\_\_\_ of \_\_\_\_\_ being  
a Member/Members of the above named Company, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing  
him \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Twentieth Annual General Meeting of the Company to be held on Thursday, the 20<sup>th</sup> September, 2012 at Air Force Auditorium, Subroto Park, New Delhi-110 010 at 3.30 P.M. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature of Proxy \_\_\_\_\_ Signature of the Member \_\_\_\_\_

Re.1/-  
Revenue  
Stamp

*Note: The proxy form in order to be effective must be duly stamped, completed, signed and be deposited at the registered office of the Company not less than 48 hours before the time of meeting.*

**NO GIFT WOULD BE DISTRIBUTED AT THE AGM**

**Board of Directors**

P.S. Ravishankar  
Kul Bhushan Rattan  
Sushil Kumar Jain

**Company Secretary**

Preeti Saxena

**Auditors**

S. D. Chopra & Associates

**Registered Office**

806, Siddharth, 96, Nehru Place,  
New Delhi - 110 019

**Corporate Office**

E-4, 5, 6, Sector XI, Noida  
Distt. Gautam Budh Nagar (U.P.)

**Registrar & Share transfer Agents**

M/s. Skyline Financial Services Private Limited  
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I  
New Delhi - 110020

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