

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

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

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

Notice is hereby given that the Twenty Eighth Annual General Meeting (28th AGM) of the members of UNIVERSAL OFFICE AUTOMATION LIMITED will be held on Tuesday, December 15, 2020 at 2:30 p.m. (IST) deemed to be held at 806, Siddhartha, 96, Nehru Place, New Delhi - 110019 through video conferencing / other audio visual means ('VC/OAVM') as mentioned in the notes to this Notice to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Shrivastava (DIN 00259961), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. Re - appointment of Mr. Vikas Agarwal as Independent Director of the Company. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force); Mr Vikas Agarwal (DIN 07306627) who was appointed as an independent Director of the Company and who holds office of Independent Director up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under section 149 (6) of the Act and the SEBI LODR Regulations, is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re – appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. upto the conclusion of the 33rd Annual General Meeting of the company.”

By Order of the Board

November 10, 2020
New Delhi

**Sd/-
Naina Luthra**

Company Secretary & Compliance officer

NOTES :

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 have permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 28th AGM of the Company shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. The Resolution/Authorization in pursuance of Section 112 and Section 113 of the Companies Act, 2013 shall be sent to the Company at investor@hcl.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skyline.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Saturday, 12th December, 2020 to Tuesday 15th December, 2020 (both days inclusive).
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as on the date of the AGM will be provided by NSDL.
7. Members can join AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
8. The Securities and Exchange Board of India (SEBI) vide its circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 mandated all listed companies to update the PAN and Bank Account details of shareholders holding share in physical mode. Hence, members holding shares in physical form are requested to send a to the RTA a copy of self -attested PAN card. Members holding shares in electronic form can submit their PAN to their Depository Participants with whom they are maintaining their respective Demat accounts.
9. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (fourth amendment) Regulations, 2018 effective from June 8, 2018; except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members who have not yet converted their holding into the electronic form are requested to open an account with an authorized Depository Participant and arrange for dematerialization of their shares. The Procedure of getting Physical shares into Dematerialization form is available at website of NSDL/ CDSL.
10. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the 28th AGM has been uploaded on the website of the Company at www.uniofficeautomation.com The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. Electronic copies of the Annual Report for the year 2019 20 is being sent to all the members whose email address are registered with the Company/Depository participants. For members who have not registered their email address, the Annual report for the year 2019 20 can access the same at website of the company at www.uniofficeautomation.com and should update their email address with the respective depository participants and /or with the RTA of the company at admin@skylinerta.com
12. Relevant documents referred to in the Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form SH 13 prescribed by the Government can be obtained from the RTA or the registered office of the Company. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Members are requested to notify any change in their addresses, mandates/bank details to the Company’s Registrar and Share Transfer Agents for shares held in physical mode at the address given below-

M/s Skyline Financial Services Private Limited
D-153 A, Ist Floor, Okhla Industrial Area, Phase - I,
New Delhi-110 020
email: admin@skylinerta.com

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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulation and Secretarial Standards on General Meetings (SS2) issued by Institute of Companies Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. Since the 28th AGM of the company is being convened through VC, the facility for voting through ballot paper shall not be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The remote e-voting period commences on 12th December, 2020 (9:00 am) and ends on 14th December, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th December, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting
- IV. The detailed instruction, process and manner for remote e-voting is annexed herewith the notice.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolutions. The Results declared along with the Scrutinizer’s Report shall be placed on the website of NSDL and the Company immediately after their declaration.
16. As stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief profile of Mr. Vikas Agarwal, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided in Table A.

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

In conformity with the provisions of Section 102 of The Companies Act, 2013, the following explanatory statement sets out all material facts relating to special business mentioned in the accompanying notice and should be taken as forming part of the notice.

Item No 3- Mr Vikas Agarwal (DIN 07306627), was appointed as independent director of the company by the members of the company at the 23rd Annual General Meeting of the company for a period of five years commencing from the date of appointment. Accordingly, the tenure of his office is expiring at the conclusion of the ensuing Annual General Meeting. In accordance with the provision of section 149 (10) of the Companies Act, 2013 (‘the Act’) and SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 an independent director can be appointed for a term of five years. However, the director shall be eligible for re appointment for a period of further five years on passing of special resolution by the members of the company. Based on the recommendation of the Nomination & Remuneration Committee, the board of directors at its meeting held on November 10, 2020 has recommended re – appointment of Mr Vikas Agarwal (DIN 07306627) for a second term of five years as an independent director of the company. Mr Vikas Agarwal, being eligible for re appointment, has consented to act as Independent Non - Executive Director in the company for a period of five years commencing w.e.f. date of ensuing annual general meeting and provided the declaration of independence under section 149 (7) of the Act. Further, pursuant to section 160 (1) of the Act, the board has received notice from HCL Corporation Pvt Ltd (member of the company) proposing appointment of Mr Vikas Agarwal on the board of directors of the company. A brief profile of Mr Vikas Agarwal is provided in table A. Except Mr Vikas Agarwal, none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 3 of the notice. The Board of Directors recommend the resolution as set out under Item No 3 for approval of the members to be passed as a special resolution.

For Universal Office Automation
Limited

November 10, 2020
New Delhi

Sd/-
Naina Luthra
Company Secretary &
Compliance Officer

Table A		
Name of the Director	VIKAS AGARWAL	SUNIL KUMAR SHRIVASTAVA
Age	49 Years (DOB 01/05/1971)	59 yrs (DOB 15/01/1961)
Qualification	Associate Member of the Institute of Chartered Accountants of India	LLB & MBA
Experience	Experience of about 25 yrs. in Finance and Accounts.	29 yrs of rich experience & knowledge in the realm of Legal & Secretarial Compliances.
Terms and Conditions of appointment	Non - Executive Independent Director	Executive Director
Details of remuneration	Nil	Nil
Date of first appointment	23.10.2015	31-03-17
Shareholding in the Company	Nil	Nil
Relationship with other director/Manager and other KMP	N/A	N/A
Directorships of other Board	First Stonex Ltd	First Stonex Ltd
	HCL Infosolutions Ltd	International Data Management Ltd
	South Asian Computers Ltd	HCL Infosolutions Ltd
	HCL Infotech Ltd	HCL Employees Investment Co. Ltd
	HCL Learning Ltd	Pimpri Chinchwad eServices Ltd
		South Asian Computers Ltd
		Guddu Investments (Delhi) Private Ltd
		Esthetic Infra-Developers Pvt Ltd
		Buoyant Infra-Developers Pvt Ltd
		Cityframe Infra – Developers Pvt Ltd
Membership/Chairmanship of Committees in other Companies	Nil	<u>International Data Management Limited:</u>
		a. Audit Committee - member
		b. Nomination & Remuneration Committee - member
		c. Stakeholder Relationship Committee - member
		d. CSR Committee – member
		<u>HCL Infosolutions Ltd:</u>
		a. Audit Committee - member
		b. Nomination & Remuneration Committee - member
Membership/Chairmanship of Committees in the Company	Audit Committee – Chairperson	CSR Committee - Member
	Nomination & Remuneration Committee – Chairperson	
	Stakeholders Committee – Chairperson	
	CSR Committee - Member	

DETAILED INSTRUCTIONS FOR REMOTE E-VOTING

The remote e-voting period begins on December 12, 2020 at 09:00 A.M. and ends on December 14, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2: Cast your vote electronically on NSDL e-Voting system.

❖ Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL / CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <i>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****</i>
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>For example if your Beneficiary ID is 12***** then your user ID is 12*****</i>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. <i>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

❖ Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsnishantrana@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr Narendra Dev at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@hcl.com and to admin@skylinerta.com
2. In case shares are held in demat mode, please provide DPID – Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self - attested scanned copy of Aadhar Card) to investor@hcl.com and to admin@skylinerta.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THROUGH VC/OAVM & EVOTING AT THE AGM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at admin@skylinerta.com at least 24 hrs before the scheduled time of the AGM i.e. before 2.30 PM on 14.12.2020. The same will be replied by the company suitably
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
