

31ST ANNUAL REPORT
2022 – 23

**Universal Office
Automation
Limited (UOAL)**

CORPORATE INFORMATION

Board of Directors:

Sunil Kumar Shrivastava, Managing Director

Ravishankar Subramanian Padi, Director

Rita Gupta, Director

Vipin Kumar Gupta, Director

Vikram Shastry, Director

Sashi Sekhar Mishra, Director

Chief Financial Officer	Suresh Chand Sharma
Company Secretary	Naina Luthra
Statutory Auditor	PURUSHOTHAMAN BHUTANI & CO
Banker	ICICI Bank, 9A, Philips, CP, New Delhi-110001
Registered Office	806, Siddharth 96, Nehru Place, New Delhi-110 019
Registrar & Share transfer Agents	M/s. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Listed at	BSE Ltd, Mumbai

Contents	Page No
Directors' Report	1
Vigil Mechanism & Whistle Blower Policy	10
Secretarial Auditor Report	16
Corporate Governance Report	19
Nomination & Remuneration Policy	39
Auditor's Report	45
Financial Statement & Notes to Accounts	57

DIRECTORS' REPORT**To the Members,**
Universal Office Automation Limited

The Directors of your Company have immense pleasure in presenting the 31st Annual Report together with the Financial Statements for the financial year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

(Rs. / Lacs)

Particulars	Financial Year Ended March 31, 2023	Financial Year Ended March 31, 2022
Sales & other income	10.29	9.46
Profit / (Loss) before Interest, depreciation & Tax	(2.73)	(0.14)
Depreciation	0.00	0.00
Finance charges	0.00	0.00
Profit/ (Loss) Before Exceptional Items	(2.73)	(0.14)
Exceptional items	0.00	0.00
Profit/ (Loss) Before Tax	(2.73)	(0.14)
Tax Expense	0.00	0.00
Profit/ (Loss) After Tax	(2.73)	(0.14)

2. DIVIDEND

There is no profit during the year under review nor there are accumulated profit in the company, therefore the Board of Directors of the Company does not recommend any dividend for the financial year ended 31st March, 2023.

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

During the year under review the Company has incurred loss amounting to Rs 2,72,557 /- (Rupees Two Lac Twenty Two Thousand Five Hundred Fifty Seven) as compared to the loss of previous year ended on 31st March 2022 amounting to Rs 14,031 /- (Rupees Fourteen Thousand Thirty One). No new business could be undertaken due to paucity of working capital and other business constraints.

4. RESERVES & SURPLUS

Since there was no profit during the year under review, no amount was transferred to reserves during the year 2022 -23.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company since the last annual report.

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

During the period between the close of financial year and date of report, there were no material changes and commitments that affects the financial position of the Company.

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

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

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

The Company has in place adequate internal financial controls commensurate with the volume of transactions in the company. During the financial year 2022- 23, such controls were tested and no reportable material weakness in the design or operation were observed.

9. DETAILS OF SUBSIDIARY /JOINT VENTURE /ASSOCIATE COMPANIES

The details as required under this section are as follows:

Subsidiary/ Joint Venture/ Associate Company: NIL

10. DEPOSITS

As on 31st March, 2023, neither the company has accepted any fixed deposit nor there is any unclaimed deposit.

11. AUDITOR AND AUDITORS' REPORT

M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) were appointed as Auditors of the company at the 25th Annual General Meeting held on 19th September, 2017 to hold office from the conclusion of 25th Annual General Meeting up to the conclusion of the 30th Annual General Meeting. The Auditors were re - appointed for a further period of five years at the 30th Annual General Meeting held on 19th July, 2022 up to the conclusion of the 35th Annual General Meeting of the Company.

Notes to accounts are self- explanatory; the Auditors' Report does not contain any qualification, reservation or adverse remark.

- **Internal Auditor**

The Board of Directors on the recommendation of the Audit Committee has appointed Mr. Sumit Garg (M No FCA 5211008), a qualified Chartered Accountant as the Internal Auditor of the Company for conducting the audit during the financial year 2022 - 23.

- **Secretarial Auditor**

Ms Mehak Gupta & Associates, Company Secretaries were appointed to conduct Secretarial Audit for the year 2022 – 23 in accordance with the provisions of section 204 of the Companies Act, 2013. The Secretarial Audit Report for the year ended on March 31, 2023 is annexed herewith as enclosure-2. There are no qualifications, reservations, adverse remarks or disclaimer made by the Secretarial Auditor in its report for FY 2022 - 23, except as stated in the Audit report. There was delay in filing of following reports under the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 during the year 2022- 23 due to technical error in the network

Name of the Report	Quarter ended
Reconciliation of Share Capital Audit Report	March 2023
Shareholding Pattern	September 2022
Statement of Investor Complaints - XBRL	June 2022 & September 2022

The report is self-explanatory and does not call for any further comments.

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

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

13. EXTRACT OF ANNUAL RETURN

Extract of Annual Return is uploaded on the website of the Company at www.uniofficeautomation.com

14. CORPORATE SOCIAL RESPONSIBILITY

In pursuance of the provisions of section 135 of the Companies Act, 2013 Corporate Social Responsibility Committee (CSR Committee) of the board was constituted on October 25, 2018. The committee comprises the following members:

- Ms Rita Gupta, Chairperson
- Mr Sunil Kumar Shrivastava, Member
- Mr Vipin Gupta, Member

Since the company did not meet the criteria of net profit/turnover/ net worth as prescribed under section 135 of the Act, CSR contribution was not made during the year 2022 23.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Retirement by rotation:** Pursuant to Section 149, 152 and other applicable provisions if any of the Companies Act, 2013, one third of such of the Directors who are liable to retire by rotation, shall retire from office at every annual general meeting. The retiring director may however offer themselves for re – appointment, if eligible. Accordingly, Mr Sunil Kumar Shrivastava shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re -

appointment pursuant to the provisions of Companies Act, 2013.

B. Changes during the year:

Mr Sushil Kumar Jain (DIN 00022573) Independent director of the Company resigned w. e. f. May 12, 2022 due to pre - occupations. Confirmation was received from the director that there was no other material reason for his resignation other than that mentioned in the resignation letter.

There was no changes in the composition of board of directors of the company except as stated above.

- **Managing Director**

Sunil Kumar Shrivastava is the Managing Director of the Company up to 11-Aug-2024.

- **Independent Directors**

Approval of members was accorded at the 27th Annual General Meeting to re - appoint Mr Ravi Shankar Subramanian Padi (DIN 00016364) as Independent Director of the company for further term of 5 years.

Mr Vipin Kumar Gupta was appointed as Independent Director of the company for term of 5 years at the 29th Annual General Meeting of the Company.

Mr Vikram Shastry was appointed as Independent Director of the company for term of 5 years at the 30th Annual General Meeting of the Company.

- C. Formal Annual Evaluation:** Pursuant to provisions of the Companies Act, 2013 the Board has carried out formal evaluation of its own performance, the Directors individually and the evaluation of the working of its Audit committee, Nomination & Remuneration Committee, and Stakeholder Relationship Committee.

16. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board met six times during the financial year 2022 – 23 (i.e. 1st April 2022 to 31st March 2023) the details of the Board meetings are stated in the Corporate Governance report forming a part of the Annual Report.

Further, the gap between any two meetings did not exceed one hundred and twenty days.

17. AUDIT COMMITTEES

In terms of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Board of Directors constituted the Audit Committee of the company. The details pertaining to Audit Committee are included in the Corporate Governance Report which forms part of this report.

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

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

Mr. Vipin Kumar Gupta	Chairman (ID)
Ms. Rita Gupta	Member (non-executive; non ID)
Mr Ravishankar Subramanian Padi	Member (ID)
Mr Sushil Kumar Jain (resigned w.e.f. 12.05.2022)	Member (ID)
Mr Vikram Shastry (appointed w.e.f. May 10.06.2022)	Member (ID)

The above composition of the Audit Committee consists three- fourths majority of Independent Directors.

The Company has established a Vigil mechanism and oversees through the Audit Committee with an object to address the genuine concerns expressed by the employees and Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.

The policy on vigil mechanism is annexed to this report as 'Enclosure 1' and may be accessed on the Company's website www.uniofficeautomation.com

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

19. NOMINATION AND REMUNERATION POLICY

The Board of directors on the recommendation of Nomination & Remuneration Committee has adopted a policy for selection and appointment of Directors & KMPs and their remuneration. The Nomination & Remuneration Policy is attached to this report as 'Enclosure 3'.

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

There are no loans, guarantees or investments in the company as may be applicable under Section 186 of the Companies Act, 2013.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

There was no contract / transaction entered by the Company during the financial year under review except that were in the ordinary course of business and on arm's length basis. During the year under review the Company had not entered into any contracts /arrangements/ transactions with related parties and which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

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

22. MANAGERIAL REMUNERATION

During the year under review, no managerial remuneration was paid due to paucity of resources.

23. INDEPENDENT DIRECTORS DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that they were meeting the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

24. Independent Director's meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25 (3) of the SEBI Listing Regulations, 2015 the separate meeting of the independent directors was held on January 19, 2023.

Without the attendance of non-independent directors and members of management, inter alia, the independent directors discussed the following:

- i. Review the performance of non - independent directors and the board as a whole;
- ii. Assess the quality, quantity and timeliness of flow of information between the Board and the management of the Company to effectively and reasonably perform their duties
- iii. Responsibility of independent directors with regards to internal financial controls.
- iv. Independent review & Judgement on the functioning & operations of the company.

25. CORPORATE GOVERNANCE CERTIFICATE

The Company is committed to maintain the highest standards of corporate governance and adhere to the Corporate Governance requirements set out by the Securities & Exchange Board of India (SEBI). A separate report on "Corporate Governance" is annexed hereto.

The requisite certificate from the Auditors' of the Company confirming compliance with the conditions of corporate governance is attached as 'Enclosure 4' to the Report on Corporate Governance and form part of Annual Report.

26. RISK MANAGEMENT POLICY

Pursuant to Section 134(3) (n) of the Companies Act, 2013, the Company has laid down Risk Management Policy to inform Board Members about the risk assessment and minimization procedures.

27. MANAGEMENT'S DISCUSSION AND ANALYSIS

Management of the company is exploring new business opportunities and avenues that may be undertaken by the company in future. There is no data to be reported under management discussion and analysis hence not reported.

28. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- i. In the preparation of the Annual Accounts for the financial year ended at 31st March, 2023; the applicable accounting standards have been followed along with proper explanation relating to material departure (if any);
- ii. Appropriate accounting policies have been selected and applied consistently and that the judgments and estimates made 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, 2023 and of the loss of the Company for the said period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. In view of expected future business, the annual accounts for the financial year ended on 31st March, 2023 have been prepared on a going concern basis;
- v. The internal financial controls were followed by the Company and that internal financial controls are adequate and were operating effectively; and
- vi. Proper systems were devised to ensure compliance with the provision of all applicable laws and the systems were adequate and operating effectively.

29. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

30. PARTICULARS OF EMPLOYEES

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

31. 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.

32. EMPLOYEES STOCK OPTION PLAN

As on the date of this report the company has not issued any shares under the Employees Stock Option Plan (ESOP).

33. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors have not reported any incident of fraud by the officers or employees of the Company for the financial year under review.

34. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there was no application made or pending under the Insolvency and Bankruptcy Code, 2016

35. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the year under review, there was no loan outstanding from Bank or Financial Institution

36. MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by Central Government under Section 148(1) of Companies Act, 2013 is not applicable to the Company

37. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In view of number of employees being less than prescribed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; Internal Complaints Committee under the said Act is not constituted.

38. ACKNOWLEDGEMENT

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

**By Order of the Board
For Universal Office Automation Limited**

Date: August 14, 2023

Place: New Delhi

**Sunil Kumar Shrivastava
Managing Director**

**Sashi Sekhar Mishra
Director**

Enclosure 1**VIGIL MECHANISM****UNIVERSAL OFFICE AUTOMATION LIMITED****1. PREFACE**

Pursuant to Section 177 of the Companies Act, 2013 requires every Company meeting the necessary criteria shall establish a Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism.

2. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. An important aspect of accountability and transparency mechanism to enable all individuals to voice Concerns internally in a responsible and effective manner when they discover information which they believe shows serious malpractice(s). To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

3. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. Definitions:

4.1 “Employee” means every employee of the Company, including the Directors in the employment of the Company.

4.2 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature

4.3 “Code” mean Conduct for Directors and Senior Management Personnel adopted by Universal Office Automation Limited.

4.4 “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4.5 “Whistle Blower” means an Employee making a Protected Disclosure under this Policy and also referred as claimant in this policy.

4.6 “Whistle and Ethics Officer” means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same for its disposal and informing the Whistle blower the results thereof.

4.7 “Work place” includes:

- i. All offices or other premises where the Company’s business or services supporting to the business are conducted; or.
- ii. All Company related activities performed at any other site away from the Company’s premises.

4.8 “Company” means Universal Office Automation Limited.

5. ELIGIBILITY

All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Whistle & Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal

disclosure. In order to protect identity of the complainant, the Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

6.3 The Company shall not entertain anonymous/ pseudonymous disclosures.

6.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant to the Whistle and ethics Officer or to the CFO as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.5 All Protected Disclosures should be addressed to Whistle and ethics Officer or CFO of the Company. The contact details are as under:

Name and Address –

Mr Suresh Chand Sharma, CFO
Universal Office Automation Limited
806, Siddhartha, 96, Nehru Place,
New Delhi- 110019

6.6 Protected Disclosure against the Whistle & Ethics Officer should be addressed to the Managing Director of the Company.

Name and Address -

Mr. Sunil Kumar Shrivastava,
Universal Office Automation Limited
806, Siddhartha, 96 Nehru Place,
New Delhi-110019

6.7 On receipt of the protected disclosure the MD / CFO, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Whistle & Ethics Officer/ Chairman/ CFO for processing the complaint.
- The recommendations of the Whistle & Ethics Officer/ other action(s).

6.8 The M.D / CFO, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers of the Company who will investigate / oversee the investigations. Whistle & Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.

7.2 The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

7.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

7.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

7.5 Subjects shall have a duty to co-operate with the Whistle Officer(s) team during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

7.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

7.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9 Whistle & Ethics Team shall normally complete the investigation within 90 days of the receipt of protected disclosure.

7.10 In case of allegations against subject are substantiated by the Whistle & Ethics Team his report, then an opportunity to Subject will be given to explain his side.

8. PROTECTION

8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in

criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2 A Whistle Blower may report any violation of the above clause to the M.D/CFO, who shall investigate into the same and recommend suitable action to the management.

8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

9.1 The complainant, Whistle and Ethics Officer, the Subject and everybody involved in the process shall:

- Maintain confidentiality of all matters under this Policy
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

10. DECISION

10.1 If an investigation leads the Whistle and Ethics Officer / CFO to conclude that an improper or unethical act has been committed, the Whistle & Ethics Officer/ CFO shall recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle & Ethics Officer or the CFO shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

11.1 The Whistle & Ethics officer shall submit a report to the Chairman/CFO on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CFO/CHAIRMAN

12.1 The Whistle Blower shall have right to access Chairman directly in exceptional cases and the Chairman is authorized to prescribe suitable directions in this regard.

13. COMMUNICATION

13.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

14. RETENTION OF DOCUMENTS

14.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

15.1 A half yearly report about the functioning of the Whistle Blower Mechanism shall be placed before the Board. A half yearly status report on the total number of compliant received if any during the period with summary of the findings of Whistle & Ethics Officer/ CFO and corrective steps taken should be send to the Chairman of the company. The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy.

16. AMENDMENT

16.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Enclosure – 2

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Universal Office Automation Limited
CIN: L34300DL1991PLC044365
806, Siddhartha, 96, Nehru Place,
New Delhi-110019

I, Mehak Gupta, Proprietor of Mehak Gupta & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Universal Office Automation Limited (CIN- L34300DL1991PLC044365) (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute’s books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (as amended) (**‘the Act’**) and the rules made there under;
- (ii) Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the Company during the audit period**)
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended);- (**Not applicable to the Company during the audit period**).
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - (**Not applicable to the Company during the audit period**).

- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **(Not applicable to the Company during the audit period).**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **(Not applicable to the Company during the audit period) and**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not applicable to the Company during the audit period).**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI (LODR) Regulations, 2015);
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vii) I further report that, having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the provisions of Labour Laws, Environmental Laws and other related Industry specific laws to the extent applicable to the Company.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except delay in filing of the following reports under the SEBI LODR regulations:

Name of the Report	Quarter ended
Reconciliation of Share Capital Audit Report	March 2023
Shareholding Pattern	September 2022
Statement of Investor Complaints - XBRL	June 2022 & September 2022

Further Note the company has paid following penalties under the SEBI (LODR) Regulations, 2015:

Regulations	Amount (In Rs.)
24A of SEBI (LODR) Regulations, 2015	2360
34 of SEBI (LODR) Regulations, 2015	11800/-

The Promoters Depository account were freezed for trading from 15.07.2022 to 03.08.2022.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all Directors to schedule the Board Meetings/Committee Meetings during the financial year under review, agenda and detailed notes on agenda were sent generally at least seven days in advance to all the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. On inspection of the minutes as captured and recorded it was ascertained that all the decisions of the Board and Committees' Meetings were unanimous and there were no dissenting views.

I further report that, based on the review of the compliance reports and the certificates of the Company Executive and taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company is generally regular in filing of e-forms with the Registrar of Companies within the time prescribed under the Act.

I further have to state that:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where-ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mehak Gupta & Associates
Company Secretaries

Mehak Gupta
Proprietor
FCS No.: 10703
C P No.: 15013
Peer Review No. 1643/2022
UDIN: F010703E000812185

Place: Delhi
Date: 14.08.2023

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company's code of governance is based on the principles of ethics, integrity, objectivity, transparency, equity, accountability & commitment. The board of the company is committed to uphold highest standards of corporate governance at all times. The management of Universal Office Automation Ltd also believes that by abiding by the code of corporate governance & providing a fair, transparent and ensure equitable treatment to all the stakeholders like shareholders, creditors, financiers and others will facilitate in achieving the goals of the Company. The company has adopted a Code of Conduct for its Directors & employees and also framed a code of conduct to regulate, monitor & report trading by insiders. The Company is committed to maintain the highest standards of Corporate Governance at all times.

2. BOARD OF DIRECTORS

- (i) As on 31st March, 2023 the Board of the Company consists of 6 Directors out of which one is Executive and three are independent Directors and two non - executive & non independent.
- (ii) Structure of Board of Directors as on March 31, 2023 is as under:

SI No	Name	Category of Director
1	Mr. Sunil Kumar Shrivastava	Executive
2	Mr Ravishankar Subramanian Padi	Independent
3	Mr. Vikram Shastry	Independent
4	Mr. Vipin Kumar Gupta	Independent
5	Ms. Rita Gupta	Non-Independent & Non Executive
6	Mr. Sashi Sekhar Mishra	Non -Independent & Non Executive

In terms of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 as amended from time to time (hereinafter referred as the 'SEBI LODR') none of the Directors is a director in more than seven listed companies or a member of more than 10 Committees or Chairman of more than five committees across Companies in which he is Director or acts as an independent Director in more than seven listed companies. The Managing Director is not Independent Director in more than three listed Companies.

In accordance with the provisions of the Companies Act, 2013 Mr Ravishankar Subramanian Padi, Independent Director of the Company was re - appointed at the 27th Annual General Meeting of the company held on 25.09.2019 for a period of five years.

Vipin Kumar Gupta was appointed as Independent Director at the 29th Annual General Meeting of the company held on 22-Sep-2021.

Vikram Shastry was appointed as Independent Director at the 30th Annual General Meeting of the company held on 19-July-2022.

The Company has issued a formal letter(s) of appointment / re – appointment to the directors.

(iii) Board Meetings

There were six Meetings during the year (1st April 2022 to 31st March, 2023) i.e. 22nd April 2022, 27th May 2022, 10th June 2022, 08th August 2022, 09th November 2022 and 13th February 2023.

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

Details of the attendance of the Directors at Board meeting of the company held during the year along with tabular information on details of positions held in other companies is given below.

Name of the Director	No. of Board Meetings attended	Whether attended last AGM held on 19.07.2022	No. of Directorships in other public companies *	No. of Committee positions held in other public companies**		Name & Designation in other listed companies
				Chairperson	Member	
Mr. Sushil Kumar Jain (resigned w. e .f 12-05-2022)	01	No	-	-	-	NA
Mr. Ravishankar Subramanian Padi	06	No	01	-	4	Independent Director- International Data Management Ltd
Ms. Rita Gupta	06	No	04	-	-	Non- Executive Director - International Data Management Ltd
Mr. Vipin Kumar Gupta	06	Yes	03	-	4	NA
Mr. Sunil Kumar Shrivastava	06	Yes	06	-	6	Non- Executive Director - International Data Management Ltd
Mr. Sashi Sekhar Mishra	06	Yes	05	-	-	Manager & Director - International Data Management Ltd

Mr Vikram Shastry (wef 10- 06-2022)	03	No	02	2	-	NA
---	----	----	----	---	---	----

**The number of committees in which the director holds membership / chairmanship does not include membership in committees in the company and in that of private limited or Section 8 Companies, however membership / chairmanship in committees of unlisted public & listed companies is included.*

***Other companies do not include alternate directorships, directorships of private limited companies/ section 8 companies / foreign companies.*

(iv) Board Procedures:

The company has adopted a code of conduct for its Board members, employees, KMPs. They have been updated with the requisite information as mandated by the SEBI Listing Regulations. The Board periodically reviews compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance. The Managing Director manages the day to day affairs of the Company subject to the supervision and control of the Board of Directors. The Independent Directors take active part in the Board and committee meetings which adds value in the decision making process of the Board of Directors. None of the directors are related to each other.

Members of the committees of the Board are within the permissible limits as prescribed under the SEBI LODR Regulations 2015 as amended till date. The directors have provided to the board necessary disclosures regarding committee/ board positions in other companies.

The number of directorship position of each of the directors does not exceed the prescribed limits under the provisions of Regulation 17 A.

Further, certificate from Mehak Gupta, Practicing Company Secretary, was received certifying that the directors of the company have not been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.

(v) Meeting of Independent Directors:

The meeting of independent Directors was held on January 19th, 2023 to discuss, inter – alia:

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

All the independent Directors were present at the meeting. The criteria for performance evaluation of Directors is given under the heading Nomination and Remuneration Committee.

(vi) Familiarization program for Independent Directors:

Independent Directors of the Company were made aware of their role, rights and responsibilities and also the terms & conditions of their appointment. Details of the program are available at the website of the company and can be accessed at www.uniofficeautomation.com

(vii) None of the Executive / Non – Executive Directors has any material pecuniary relationship or transactions with the Company. No equity shares / convertible securities are held by any of the non - executive directors of the Company.

(viii) Necessary information as mentioned in under SEBI Listing Regulations has been placed before the Board for their consideration.

(ix) The board has identified a list of core skills/expertise/competencies required in the context of its business(es) and sector(s) for it to function effectively as mentioned herein below.

	Sunil Kumar Shrivastava	Sashi Sekhar Mishra	Ravishankar Subramanian Padi	Rita Gupta	Vipin Kumar Gupta	Vikram Shastry
Ethical Standards, Integrity & Leadership	Y	Y	Y	Y	Y	Y
Market Scenario & capitalization opportunities	Y	Y	Y	Y	Y	Y
Strategy Management & Stewardship	Y	Y	Y	Y	Y	Y
Finance, Legal, Compliance & Corporate Governance	Y	Y	Y	Y	Y	Y

(x) The Board has received confirmation from the Independent Directors & the Board is of the opinion that they meet the criteria of independence as suggested under Section 149 of the Companies as well as the SEBI Listing Regulations and that they are independent of the management of the company.

(xi) A note on brief profile, educational qualification and work experience of the Directors as on March 31, 2023 is as follows:

Mr. Sunil Kumar Shrivastava (DIN:00259961): Having experience in Corporate Laws & Compliances, Mr Sunil manages the overall operations & compliances of the company. He holds a degree in MBA & LLB and experience of approx. 28 years.

Mr. Sashi Sekhar Mishra (DIN 03072330): Mr Mishra is a Commerce and Law Graduate; he holds experience of approx. twenty seven years in the area of Finance & Accounts.

Mr. Ravishankar Subramanian Padi (DIN 00016364): Mr Padi holds a degree in Commerce. He has enriched the company with his varied experience Finance and Accounts for more than forty years.

Ms. Rita Gupta (DIN 00899240): Ms Rita is Member of the Institute of Chartered Accountants of India and has vast knowledge and expertise in the area of Corporate Finance, Treasury & Fund Management. She has more than 32 yrs of experience in treasury management.

Mr. Vipin Kumar Gupta (DIN 07306627): Vipin Kumar Gupta, is Associate Member of the Institute of Cost & Management Accountants of India & has Vast knowledge and expertise in the area of Corporate Finance & Accounts.

Mr. Vikram Shastry (DIN 09633011): Mr Vikram has worked in the field of pension management, research & Analytics, product development with some of the top companies in India. He also possesses problem solving skills which are vital to the role of independent director.

3. AUDIT COMMITTEE:

- (i) The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the SEBI Listing Regulations as well as the provisions of Section 177 of the Companies Act, 2013 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and ensure the integrity and quality of financial reporting and internal controls.
- (iii) The Composition, powers, roles and the terms of reference of the Committee are as prescribed under the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. All the committee members have reasonable knowledge & expertise of finance and accounting.
- (iv) The Composition of the Audit Committee and details of meetings attended by its members during the year 2022 -23 are as follows:

Name of the Member	Category	Status	Nos of Meetings	
			Held	Attended
Mr. Vipin Kumar Gupta	ID	Chairman	4	4
Mr Sushil Kumar Jain (upto 12-05-2022)	ID	Member	4	-
Mr. Vikram Shastry (appointed wef 10-06-2022)	ID	Member	4	3
Mr. Ravishankar Subramanian Padi	ID	Member	4	4
Ms. Rita Gupta	Non - ID	Member	4	4

The Audit Committee of the company met four times during the financial year 2022 – 23 on the following dates:

26th May 2022, 06th Aug 2022, 07th Nov 2022 and 13th Feb 2023

The Audit Committee meetings were attended by members along with Internal Auditor and Statutory Auditor of the Company. Minutes of the Committee were circulated to all the members of the Board.

- (v) The previous Annual General Meeting of the Company held on 19.07.2022 was attended by Vipin Kumar Gupta, Chairman of the Committee.
- (vi) Compensation policy for Executive / Non – Executive Directors: neither remuneration nor sitting fees is paid to the Directors.

4. NOMINATION AND REMUNERATION COMMITTEE

- (i) The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of the SEBI Listing Regulations as well as the provisions of Section 178 of the Companies Act, 2013 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is formulation of criteria for evaluation of performance of independent directors and the board of directors, criteria for determining qualifications, positive attributes and independence of a director, framing the policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (iii) The composition, powers, roles and the terms of reference of the Committee are as prescribed under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

- (iv) The Composition of the Nomination and Remuneration Committee and details of meetings attended by its members during the year 2022 - 23 are as follows:

Name of the Member	Category	Status	Nos of Meetings	
			Held	Attended
Mr. Vipin Kumar Gupta	ID	Chairman	4	4
Mr Sushil Kumar Jain (upto 12-05-2022)	ID	Member	4	-
Mr. Vikram Shastry (appointed wef 10-06-2022)	ID	Member	4	3
Mr. Ravishankar Subramanian Padi	ID	Member	4	4
Ms. Rita Gupta	Non - ID	Member	4	4

The Nomination and Remuneration Committee of the company has met four times during the financial year 2022 - 23 on the following dates:

26th May 2022, 06th Aug 2022, 07th Nov 2022 and 13th Feb 2023

The Nomination and Remuneration Committee meetings was attended by members of the committee. Minutes of the Nomination and Remuneration Committee was circulated to all the members of the board.

Criterion for evaluation of Directors: The evaluation of performance of Directors is carried out annually by the committee on the basis of Qualification, Experience, Knowledge & Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence, Independent review & Judgement.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

- (i) The Stakeholders Relationship Committee of the Company is constituted in accordance with the provisions of Regulation 20 of the SEBI Listing Regulations as well as the provisions of Section 178 of the Companies Act, 2013 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is to ensure cordial investor relation and oversees the mechanism for redressal of investors grievances. The Committee specifically look into redressing Shareholders/Investors complaints /grievances pertaining to share transfers, non - receipt of Annual Reports and other similar complaints.

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

Name of the Member	Category	Status	Nos of Meetings	
			Held	Attended
Mr. Vipin Kumar Gupta	ID	Chairman	4	4
Mr Sushil Kumar Jain (upto 12-05-2022)	ID	Member	4	-
Mr. Vikram Shastry (appointed wef 10-06-2022)	ID	Member	4	3
Mr. Ravishankar Subramanian Padi	ID	Member	4	4
Ms. Rita Gupta	Non - ID	Member	4	4

The Stakeholder Committee of the company met four times during the financial year 2022 - 23 on the following dates:

26th May 2022, 06th Aug 2022, 07th Nov 2022 and 13th Feb 2023

The Stakeholder Committee meetings were attended by all members. Minutes of the Committee were circulated to all the members of the Board. The committee is headed by Mr Vipin Kumar Gupta, chairman of the committee.

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

Ms. Naina Luthra,
Company Secretary & Compliance Officer
Universal Office Automation Limited
806, Siddharth,
96, Nehru Place, New Delhi- 110019
Tel: 011- 26444812

- (v) During the year the Company did not receive any complaint from any regulatory authority namely Stock Exchange and SEBI. There were no shares pending for transfer as on 31st March, 2023. There was no complaint from shareholder which was not resolved or pending either at beginning or at the end of the year.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR Committee)

- (i) The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Company Secretary acts as Secretary of the Committee.
- (ii) The composition of the CSR Committee and the details of meeting attended by its members are given below:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Ms. Rita Gupta	Non - ID	Chairperson	1	1
Mr. Sunil Kumar Shrivastava	Executive Director	Member	1	1
Mr. Vipin Kumar Gupta	ID	Member	1	1

The Company Secretary acts as Secretary of the Committee also. Meeting of the CSR Committee was held on February 13, 2023.

7. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue / Deemed Venue
2019 - 20	15 th December, 2020	2:30 PM	806, Siddharth, 96, Nehru Place, New Delhi - 110019
2020 - 21	22 nd September, 2021	2:30 PM	806, Siddharth, 96, Nehru Place, New Delhi - 110019
2021 – 22	19 th July, 2022	2:30 PM	806, Siddharth, 96, Nehru Place, New Delhi - 110019

- ii) Postal Ballot: No special resolution was passed through postal ballot during the year 2022 - 23. There was no special resolution proposed to be conducted through postal ballot.
- iii) Special Resolutions pertaining to re - appointment of Ravishankar Subramanian Padi as Independent Director of the Company was passed at the 27th Annual General Meeting held on 25th September, 2019 and Vipin Kumar Gupta at the 29th Annual General Meeting held on 22nd September, 2021. Approval of the members was accorded by way of special resolution to appoint Mr Vikram Shastry as an Independent Director of the Company for a period of 5 years at the 30th Annual General Meeting held on 19th July 2022.

8. DISCLOSURES:

- i) There are no materially significant related party transactions of the Company, which have potential conflict with the interests of the company at large.
- ii) The Company has complied with the requirements of the stock Exchanges / SEBI / any other regulatory body on all matters related to capital markets during the last three years. Details of penalties and non- compliance are mentioned in the Disclosure section at the end of the Report.
- iii) The Company has complied with all the mandatory requirements of the SEBI Listing Regulations.
- iv) Mehak Gupta & Associates, Practicing Company Secretaries, has 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) Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration Personnel) Rules, 2014, M/s Mehak Gupta & Associates, Practicing Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2022 - 23 i. e. for the period April 01, 2022 to March 31, 2023. The report submitted by the secretarial auditor in Form MR - 3, confirming the compliance with the provisions of the Companies Act 2013, SEBI Listing Regulations & various other applicable laws & regulations is annexed with this report as 'Enclosure 1'
- vi) In terms of Section 177 of the Companies Act, 2013 and Listing Agreement, the Company has formulated the Whistle Blower Policy / Vigil Mechanism as fully mentioned in the Board Report. The employees are permitted to approach the Whistle Blower Officer. Also, in case the complaints are not resolved the complainant shall also have access to the Chairman of the Audit Committee for raising concerns / complaints. Further, no issue / concern was reported during the year 2022 -23. It is also confirmed that no personnel have been denied access to the members or chairman of the Audit committee.

MEANS OF COMMUNICATION:

- a. The quarterly / half yearly reports are not being sent to each household of shareholders. SEBI vide circular nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 extended relaxations to companies from dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached

therewith) to the shareholders, for the Annual General Meetings (AGMs) conducted till September 30, 2023. Accordingly, Annual Report for the financial year 2022- 23 is being sent electronically at the registered email address of the shareholders.

- b. The quarterly / half yearly/ annual accounts results are normally published in the English and Hindi Newspapers i. e. Financial Express & Jansatta respectively. The aforesaid results are also displayed on the website of the company (www.uniofficeautomation.com). The official news release is presently not displayed the website. There was no presentation made to the institutional Investors or to analyst.

9. Code of Conduct

The board of Directors have prescribed the code of conduct of the company to conduct the affairs of the company in a transparent and ethical manner. The Code of Conduct is of applicable to the company's Directors, Senior Management, KMPs and employees. All Board members and senior management personnel have confirmed compliance with code for FY 2022-23. A declaration to this effect signed by the Managing Director of the Company is provided in this Annual Report as 'Enclosure 5'.

10. Certificate from Company Secretary on Non - Disqualification of Directors

As required under Regulation 34(3) and Schedule V of the Listing Regulations, certificate obtained Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed hereto.

10. GENERAL SHAREHOLDERS' INFORMATION:

- (i) Annual General Meeting for the financial year ended on 31st March 2023 is scheduled as follows:

<u>Day & Date</u>	<u>Time</u>	<u>Venue</u>
Tuesday; 26 th September, 2023	3:30 P M	VC / OAVM

- (ii) Financial Calendar (tentative) for the year 2023 – 24

Adoption of Results for the year ending 31st March, 2023: 15th May, 2023

Adoption of results for the quarter ending 30th June, 2023: 14th August, 2023

Adoption of results for the quarter ending 30th September, 2023: 14th November, 2023

Adoption of results for the quarter ending 31st December, 2023: 09th February, 2024

Adoption of Audited Results for the financial year ended 31st March, 2024:
27th May, 2024

- (iii) Dates of Book Closure 18.09.2023 to 28.09.2023
(both days inclusive)
- (iv) Dividend Payment Date Not Applicable (No dividend was recommended by the Board of Directors for the year ended 31.03.2023)
- (v) Listing on Stock Exchanges & Stock Code Shares of the company are listed on BSE Limited (Scrip Code: 523519). The company has paid listing fees for the year 2023 - 24

(vi) MARKET PRICE DATA:

Month	Company's Share Price		BSE Index	
	High (Rs.)	Low (Rs.)	High	Low
APRIL, 2022	6.64	4.02	60845.1	56009.07
MAY, 2022	4.05	2.91	57184.21	52632.48
JUNE, 2022	4.65	2.95	56432.65	50921.22
JULY, 2022	4.62	3.75	57619.27	52094.25
AUGUST, 2022	4.45	3.47	60411.2	57367.47
SEPTEMBER, 2022	4.31	3.51	60676.12	56147.23
OCTOBER, 2022	4.20	3.35	60786.7	56683.4
NOVEMBER, 2022	4.00	3.31	63303.01	60425.47
DECEMBER, 2022	3.87	3.13	63583.07	59754.1
JANUARY, 2023	4.12	3.38	61343.96	58699.2

FEBRUARY, 2023	4.75	3.55	61682.25	58795.97
MARCH, 2023	4.30	3.10	60498.48	57084.91

(vii) Registrar and Share Transfer Agents

In accordance with the provisions of Regulation 7 (1) of the SEBI LODR, M/s Skyline Financial Services Private Limited (SEBI Reg. No INR000003241), is appointed as Company's Registrar and Share Transfer Agents with regard to both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Transfer Agents at the address given below:

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

(viii) Share Transfer System:

Transfer of shares in demat / electronic form is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form; except in case of transmission or transposition, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository as mandated vide SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018.

(x) Shareholding pattern as on March 31, 2023

Category	No. of shares	Percentage
Promoters / Promoters Group	94,87,751	64.75
Public	51,65,095	35.25
Mutual Funds/ UTI	3,382	0.02
Financial Institutions /Banks	63,792	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	8,43,080	5.75
Individual & HUF	42,48,730	29.00
NRI / OCBs	6,111	0.04

Share or Debenture holding Nominal Value (in Rupees)	No of Shareholders	% to Total Numbers	Share or Debenture holding Amount (in Rs)	% to Total Amount
Up To 5,000	12,279	93.13	855341.00	5.84
5001 To 10,000	470	3.56	405993.00	2.77
10001 To 20,000	200	1.52	311898.00	2.13
20001 To 30,000	65	0.49	168991.00	1.15
30001 To 40,000	36	0.27	129792.00	0.89
40001 To 50,000	33	0.25	158209.00	1.08
50001 To 1,00,000	42	0.32	341544.00	2.33
1,00,000 and Above	60	0.46	12280918.00	83.81
Total	13,185	100.00	146526860.00	100.00

(xii) DEMATERIALIZATION OF SHARES

The shares of the Company are traded in demat form only and are available on both the depositories in India i.e. NSDL & CDSL. As on March 31, 2023 95.11 % equity shares of the Company are held in dematerialized form. The Company's shares are regularly traded on the BSE in electronic form. The International Securities Identification Number (ISIN) allotted to the Company's shares is INE 951C01012.

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

(xiv) Plant locations: Presently, there is no manufacturing unit of the company.

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

The Company Secretary
 Universal Office Automation Ltd.
 806, Siddharth, 96, Nehru Place, New Delhi - 110019
 Tel. No.: 011-26444812; Email: investoroa@hcl.in
 Website: (www.uniofficeautomation.com)

(xv) List of Credit Ratings - The company did not obtain credit ratings during the relevant financial year, since there were no debt instruments or any fixed deposit or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management is exploring new business opportunities and avenues that may be undertaken by the company in future. There is no information to be furnished under Management Discussion & Analysis during the year under review.

DISCLOSURES:**Related Party Transactions:**

There were no contracts / transactions entered by the Company during the financial year under review except that were in the ordinary course of business and on an arm's length basis. During the year under review the Company had not entered into any contracts /arrangements/transactions with related parties and which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

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

Disclosures of accounting treatment in preparation of financial statements:

The financial statement of the company is prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013:

- a. number of complaints filed during the financial year – Nil
- b. number of complaints disposed of during the financial year - Nil
- c. number of complaints pending as on end of the financial year. – Nil

Details of Non – Compliance by the Company:

Following instances of delayed filing occurred under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the FY 2022 23:

1. *Delay by one day for Quarter 4 of Financial Year 2022-23 in submission of the Reconciliation of Share Capital Audit Report within the period of Regulation 76 of The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.*
2. *Delay by one day for Quarter 2 of Financial Year 2022-23 in submission of the Shareholding Pattern within the period of Regulation 31 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
3. *Delayed for Quarter 1 & 2 of Financial Year 2022-23 in submission of the Statement of Investor complaints within the period of Regulation 13(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

4. *The company has paid penalties to the BSE Ltd amounting to Rs 14,160/- during the year 2022 23*
5. *Promoters Depository account was freezed for trading by the Stock Exchange during the period 15.07.2022 to 03.08.2022.*

CEO /CFO certification

The certificate from Mr Suresh Chand Sharma, Chief Finance Officer on the financial statement and Cash Flow Statement for the year ended on March 31, 2023 is placed at the end of the report.

Statutory Audit & Fee

M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) conducted the Statutory Audit for the financial year ended 31st March 2023. The company has paid an amount of Rs 20,000 was paid towards statutory audit fee to M/s Purushothaman Bhutani & Co, Chartered Accountants, Further, there no other services was rendered the by Auditor. There was no incidence of fraud reported by them with respect to the officers or employees of the Company.

CEO / CFO Certificate

The Managing Director and Chief Finance Officer of the company give Annual certification on financial reporting and internal controls to the board in terms of 17(8) of the securities and Exchange Board of India (Listing Obligations and Disclosures Requirement), Regulations, 2015. The Managing Director and the chief finance officer also give the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. The Annual certificate given by the Managing Director and the Chief Finance Officer is published in this report.

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

To,
The Board of Directors
Universal Office Automation Limited

1. We have reviewed financial statements and the cash flow statement of Universal Office Automation Limited for the year ended 31st March, 2023 and to the best of our knowledge and belief:

- a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

- (i) that there are no significant changes in internal control over financial reporting during the year;
- (ii) that there are no significant changes in accounting policies during the year; and
- (iii) that there are no instances of significant fraud of which we have become aware.

(Suresh Chand Sharma)
Chief Finance Officer
Aug 25, 2023
New Delhi

(Sunil Kumar Shrivastava)
Managing Director

**DECLARATION UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I Sunil Kumar Shrivastava, Managing Director of Universal Office Automation Limited ("the Company") confirm that the Company has adopted a Code of Conduct for its Board members and Senior management personnel and the Code of Conduct is available on the Company's website. It is further confirmed that affirmation as to compliance with the Code of Conduct has been received from the Board members as well as senior management personnel for the financial year ended 31st March 2023.

For Universal Office Automation Limited

25-08-2023

New Delhi

Sd/-
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i)
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members of
Universal Office Automation Limited
**806 Siddarth, 96 Nehru Place,
New Delhi-110019, India**

We, **Mehak Gupta & Associates, Company Secretaries** have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Universal Office Automation Limited** having **CIN: L34300DL1991PLC044365** and having registered office at **806 Siddarth, 96 Nehru Place, New Delhi-110019, India** (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority .

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Ravishankar Subramanian Padi	00016364	10.09.2005
2.	Vikram Shastry	09633011	10.06.2022
3.	Sunil Kumar Shrivastava	00259961	31.03.2017
4.	Rita Gupta	00899240	13.08.2014
5.	Sashi Sekhar Mishra	03072330	31.03.2017
6.	Vipin Kumar Gupta	08397846	12.08.2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mehak Gupta & Associates
Company Secretaries

Mehak Gupta

FCS No.: 10703

C.P. No. 15013

PR: 1643/2022

UDIN: F010703E000863271

Place: New Delhi

Date: August 25, 2023

Enclosure - 3

**UNIVERSAL OFFICE AUTOMATION LIMITED
NOMINATION AND REMUNERATION POLICY****The objective and purpose of this policy are:**

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

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

Composition of the Nomination and Remuneration Committee:

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

Definitions

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

Applicability

The Policy is applicable to:

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

PART – A**BOARD DIVERSITY**

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

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

PART – B**MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE**

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

PART – C**POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT****• Appointment criteria and qualifications:**

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

• Term / Tenure:**1. Managing Director/Whole-time Director/ Manager:**

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

2. Independent Director

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

• Evaluation:

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

• Removal:

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

• Retirement:

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

PART – D

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

• General

1. The remuneration / compensation / commission etc. to the Whole-time Director, Managing Director, Manager, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director/ Managing Director/ Manager/Chairman shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director/ Managing Director/ Chairman
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Finance Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

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

1. Fixed pay:

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

2. Minimum Remuneration:

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

3. Provisions for excess remuneration:

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

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

1. Remuneration / Commission:

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

2. Sitting Fees:

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

3. Commission:

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

4. Stock Options:

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

PART – E

CRITERIA FOR PERFORMANCE EVALUATION OF DIRECTORS:

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

AMENDMENT

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

Enclosure 4**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To the Shareholders of Universal Office Automation Limited:

1. We have examined the compliance of conditions of corporate governance by Universal Office Automation Limited for the year ended 31st March 2023 as per the relevant provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 as referred to in Regulation 15(2) of the Listing Regulation for the period 1st April 2022 to 31st March 2023.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.
4. We further state such compliance neither as assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Purushothaman Bhutani & Co
Chartered Accountants

25-08-2023
New Delhi

Binay Kumar Jha
(Mem no 509220)

TO THE MEMBERS OF UNIVERSAL OFFICE AUTOMATION LIMITED**Report on the Audit of the Ind AS Financial Statements****Opinion**

We have audited the Ind AS Financial statements of M/s Universal Office Automation Limited (hereinafter referred to as “the Company”), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind AS Financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Ind AS Financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters (‘KAM’) are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our checks and on the basis of information and explanation from the management we have determined that there are no key audit matter to be communicated in our report.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Ind AS Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of Ind AS financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.

(B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a) The Company has disclosed no pending litigations as at 31 March 2023 on its financial position.
- b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that

has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.

e) No dividend declared or paid during the year by the Company.

(f) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

No remuneration has been paid to any director during the current year. Hence, the provisions of section 197 not applicable to the company.

For **Purushothaman Bhutani & Co.**

Chartered Accountants

Firm's Registration No: 005484N

Sd

CA Binay Kumar Jha

Partner

M.No. 509220

UDIN : 23509220BGQLGB9798

Date : 15.05.2023

Place : New Delhi

Annexure A to the Independent Auditor's report on the Ind AS financial statements of Universal Office Automation Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) There are no intangible assets in the Company during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the Ind AS financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benaim property under the Prohibition of Benaim Property Transactions Act, 1988 and rules made thereunder.
- (ii) The Company did not hold any inventory during the year and accordingly, the requirement under the paragraph 3(ii) of the order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

- (iv) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to Companies, firms, LLP or any other party.
- (v) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and Section 186 of the Companies Act, 2013.
- (vi) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vii) of the Order is not applicable.
- (viii) (a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- (ix) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have

any loans or borrowings from any lender during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(x)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(x)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(x)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(x)(f) of the Order is not applicable.

(xi) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(xi)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(xi)(b) of the Order is not applicable.

(xii) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle blower complaints has been received by the Company during the year.

(xiii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xiii) of the Order is not applicable.

- (xiv) In our opinion and according to the information and explanations given to us, there are no related party transactions.
- (xv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvii) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvii)(a) of the Order is not applicable.
(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvii)(b) of the Order is not applicable.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvii)(c) of the Order is not applicable.
(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvii)(d) are not applicable.
- (xviii) The Company has incurred cash losses in the current and in the immediately preceding financial year.
- (xix) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xix) of the Order is not applicable.
- (xx) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xxi) The provisions of section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, clauses 3(xxi)(a) and 3(xxi)(b) of the Order are not applicable.

For **Purushothaman Bhutani & Co.**

Chartered Accountants

Firm's Registration No: 005484N

Sd

CA Binay Kumar Jha

Partner

M.No. 509220

UDIN: 23509220BGQLGB9798

Date : 15.05.2023

Place : New Delhi

Annexure B to the Independent Auditor's Report on the Ind AS financial statements of Universal Office Automation Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to Ind AS financial statements of Universal Office Automation Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the Ind AS financial statements of the Company as at and for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Ind AS financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Ind AS financial statements based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Ind AS financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind AS financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind AS financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Ind AS financial statements.

Meaning of Internal Financial Controls with Reference to Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Ind AS Financial Statements

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

For **Purushothaman Bhutani & Co.**

Chartered Accountants

Firm's Registration No: 005484N

Sd

CA Binay Kumar Jha

Partner

M.No. 509220

UDIN : 23509220BGQLGB9798

Date : 15.05.2023

Place : New Delhi

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023**1. Corporate information and statement of compliance with Indian Accounting Standard (Ind AS)**

Universal Office Automation Limited ("the Company") is a public limited company incorporated under the provisions of Companies Act, 2013. The Company is domiciled in India with its registered office situated at 806, Sidhartha, 96, Nehru Place, New Delhi – 110019, India. The Company's shares are listed with Bombay Stock Exchange. The Company's primary line of business had been selling of office automation products and their after-sales service.

2. Basis of preparation, measurement and significant accounting policies**2.1 Basis of preparation and measurement**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements for the year ended 31 March 2023 were approved for issue by the Board of Directors on May 15, 2023.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention basis except for certain financial instruments which are measured at fair value.

2.2 Summary of significant accounting policies**a. Revenue recognition**

Interest income from bank deposits is recognized on the time proportion method taking into consideration the amount outstanding and the effective interest rates.

Sale of scrap is recognized on disposal of scrap.

b. Income taxes

Tax expense recognized in the statement of profit and loss comprises the sum of deferred tax and current tax not recognized in Other Comprehensive Income (OCI) or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current income tax relating to items recognized outside statement of

profit and loss is recognized outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognized in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

c. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

d. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument.

Financial assets

Initial recognition and measurement

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Company determines that the fair value at initial recognition differs from the transaction price, the Company accounts for that instrument at that date as follows:

- i. at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a level 1 input) or based on a valuation technique that uses only data from observable markets. The Company recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- ii. in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognises that deferred difference as a gain or loss only to the extent that it arises from

a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- i. **Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:
 - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
 - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

- ii. **Financial assets at fair value**

- **Investments in equity instruments (other than subsidiaries/ associates/ joint ventures)** – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities*Initial recognition and measurement*

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate (EIR). The effect of EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

e. Fair value measurement

The Company measures certain financial instruments, such as, investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

f. Property, plant and equipment ('PPE')*Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate

asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation is provided using written-down value method from the date the asset is available for use and is computed on the basis of useful life as per technical assessment made by the management or as prescribed in Schedule II to the Companies Act, 2013

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

g. Impairment of assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

h. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

i. Employee benefits

The Company provides post-employment benefits through various defined benefit plans.

Defined benefit plans

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

j. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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 are adjusted for the effects of all dilutive potential equity shares. 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.

2.3 Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

*Significant judgements:***(i) Evaluation of indicators for impairment of assets**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

(iii) Contingent liabilities

The Company is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

*Sources of estimation uncertainty***(i) Useful lives of Property, plant and equipment**

The assessment of useful lives of property, plant and equipment requires judgment. Depreciation is charged to the Statement of profit and loss based on these useful lives. This assessment requires estimation of the period over which the Company will benefit from these assets.

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of plant and equipment.

(ii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

(iii) Defined benefit obligations (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Balance Sheet as at 31 March 2023

(All amount in ₹ lakhs unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	1.07	1.07
Financial assets			
Investments	4	37.42	35.38
Income tax assets (net)	5	6.89	7.80
Total non-current assets		45.38	44.25
Current assets			
Financial assets			
Cash and cash equivalents	6	169.40	173.46
Total current assets		169.40	173.46
Total assets		214.78	217.71
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	1,465.27	1,465.27
Other equity	8	(1,252.20)	(1,249.47)
Total equity		213.07	215.80
LIABILITIES			
Current liabilities			
Financial liabilities			
Trade payables	9	1.43	1.60
Other current liabilities	10	0.28	0.31
Total current liabilities		1.71	1.91
Total liabilities		1.71	1.91
Total equity and liabilities		214.78	217.71

The accompanying notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered AccountantsFor and on behalf of Board of Directors of
Universal Office Automation Limited**Binay Kumar Jha**
Partner
Membership No. 509220**Vipin Kumar Gupta**
Director
(DIN : 08397846)**Sunil Kumar Shrivastava**
Managing Director
(DIN : 00259961)**Naina Luthra**
Company Secretary
(ACS 32164)**Suresh Chand Sharma**
Chief Financial Officer**Place: New Delhi**
Date : 15-05-2023**Place: New Delhi**
Date : 15-05-2023

Statement of Profit and Loss for the year ended on 31 March 2023**(All amount in ₹ lakhs unless otherwise stated)**

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
Income			
Revenue from operations		-	-
Other income	11	10.29	9.46
Total income		10.29	9.46
Expenses			
Other expenses	12	13.02	9.60
Total expenses		13.02	9.60
Profit / (loss) before exceptional items and tax		(2.73)	(0.14)
Exceptional items		-	-
Profit/ (loss) before tax		(2.73)	(0.14)
Tax expense:			
Current tax		-	-
Tax for earlier year		-	-
Deferred tax		-	-
Net profit/ (loss) for the year		(2.73)	(0.14)
Other comprehensive income/ (loss) for the year		-	-
Total comprehensive income/ (loss) for the year		(2.73)	(0.14)
Earnings per equity share:			
Basic (₹)	13	(0.02)	(0.00)
Diluted (₹)		(0.02)	(0.00)

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered AccountantsFor and on behalf of Board of Directors of
Universal Office Automation Limited**Binay Kumar Jha**
Partner
Membership No. 509220**Vipin Kumar Gupta**
Director
(DIN : 08397846)**Sunil Kumar Shrivastava**
Managing Director
(DIN : 00259961)**Naina Luthra**
Company Secretary
(ACS 32164)**Suresh Chand Sharma**
Chief Financial Officer**Place:** New Delhi
Date : 15-05-2023**Place:** New Delhi
Date : 15-05-2023

Statement of changes in equity for the year ended 31 March 2023

(All amount in ₹ lakhs unless otherwise stated)

A Equity share capital

	Amount
Balance as at 31 March 2021	1,465.27
Changes in equity share capital during the year	-
Balance as at 31 March 2022	1,465.27
Changes in equity share capital during the year	-
Balance as at 31 March 2023	1,465.27

B Other equity

	Securities premium reserve	Capital reserve	Retained earnings	Total
Balance as at 31 March 2021	333.37	297.63	(1,880.35)	(1,249.35)
Profit/ (loss) for the year	-	-	(0.14)	(0.14)
Balance as at 31 March 2022	333.37	297.63	(1,880.48)	(1,249.50)
Profit/ (loss) for the year	-	-	(2.73)	(2.73)
Balance as at 31 March 2023	333.37	297.63	(1,883.21)	(1,252.21)

The accompanying notes form an integral part of the financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered AccountantsFor and on behalf of Board of Directors of
Universal Office Automation Limited**Binay Kumar Jha**
Partner
Membership No. 509220**Vipin Kumar Gupta**
Director
(DIN : 08397846)**Sunil Kumar Shrivastava**
Managing Director
(DIN : 00259961)**Naina Luthra**
Company Secretary
(ACS 32164)**Suresh Chand Sharma**
Chief Financial Officer

Place: New Delhi

Date : 15-05-2023

Place: New Delhi

Date : 15-05-2023

Cash Flow Statement for the year ended 31 March 2023
(All amount in ₹ lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
(A) Cash flow from operating activities		
Profit/ (loss) before tax	(2.73)	(0.14)
Adjustments for:		
(Gain)/ loss on fair valuation of investments	(2.04)	(1.22)
Advances & other balance written off	-	-
Interest income	(8.25)	(8.24)
Operating profit/ (loss) before working capital changes	(13.02)	(9.60)
Movement in working capital		
Other current assets	-	0.04
Trade payables	(0.17)	1.17
Other current liabilities	(0.03)	0.05
Cash flow from operating activities post working capital changes	(13.22)	(8.34)
Income tax paid (net)	0.91	(0.83)
Net cash flow from operating activities (A)	(12.31)	(9.17)
(B) Cash flows from investing activities		
Interest on deposit	8.25	8.24
(Investment) / Redemption of fixed deposit	-	-
Investment in mutual funds	(0.00)	(0.00)
Net cash flows used in investing activities (B)	8.25	8.24
(C) Cash flows from financing activities		
Repayment of long term borrowings	0.00	0.00
Net cash used in financing activities (C)	0.00	0.00
Total (A) + (B) + (C)	(4.06)	(0.93)
Opening balance of cash & cash equivalents	173.46	174.39
Closing balance of cash & cash equivalents*	169.40	173.46
Net increase/ (decrease) in cash and cash equivalents	(4.06)	(0.93)

Note: The above statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes form an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membership No. 509220

Vipin Kumar Gupta
Director
(DIN : 08397846)

Sunil Kumar Shrivastava
Managing Director
(DIN : 00259961)

Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: New Delhi
Date : 15-05-2023

Place: New Delhi
Date : 15-05-2023

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023
(All amount in ₹ lakhs unless otherwise stated)

3. Property, plant and equipment

Description	Freehold land	Plant and equipments	Vehicles	Office equipments	Total
Gross carrying value					
As at 31 March 2021	1.07	27.04	17.95	217.51	263.57
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2022	1.07	27.04	17.95	217.51	263.57
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 March 2023	1.07	27.04	17.95	217.51	263.57
Accumulated depreciation					
As at 31 March 2021	-	27.04	17.95	217.51	262.50
Charge for the year	-	-	-	-	-
As at 31 March 2022	-	27.04	17.95	217.51	262.50
Charge for the year	-	-	-	-	-
As at 31 March 2023	-	27.04	17.95	217.51	262.50
Net block as at 31 March 2022	1.07	-	-	-	1.07
Net block as at 31 March 2023	1.07	-	-	-	1.07

	As at 31 March 2023	As at 31 March 2022
4 Non-current investments		
Investments carried at fair value		
Investment in equity instruments (quoted)		
960 (Previous year : 960) Equity shares of ₹ 10 each of IDBI fully paid (includes 360 bonus shares)*	0.43	0.41
Investment in equity instruments (unquoted)		
1002.54 units (Previous year 1002.54) UTI liquid cash plan- Direct - Growth	36.99	34.97
	37.42	35.38
Aggregate amount of quoted investments	0.43	0.41
Aggregate amount of unquoted investments	36.99	34.97

* 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.

5 Income tax assets (net)		
Advance income tax (net of provision)	6.89	7.80
	6.89	7.80
6 Cash and cash equivalents		
Balances with banks in current accounts	169.40	173.46
	169.40	173.46

Notes:

- There are no repatriation restrictions with respect to cash and cash equivalents as at the end of the reporting year and comparative years.
- The carrying values are a reasonable approximate of their fair values.

	As at 31 March 2023	As at 31 March 2022		
7 Equity share capital				
Authorised capital				
1,000,000 (31 March 2022 : 1,000,000) Preference shares of ₹100 each	1,000	1,000		
50,000,000 (31 March 2022 : 50,000,000) Equity shares of ₹10 each	5,000	5,000		
	6,000	6,000		
Issued, subscribed capital and fully paid up				
14,652,686 (31 March 2022 : 14,652,686) Equity shares of ₹ 10 each	1,465.27	1,465.27		
	1,465.27	1,465.27		
(i) Reconciliation of equity shares outstanding at the beginning and at the end of the year.				
	As at 31 March 2023	As at 31 March 2022		
	No. in lakhs	(₹ in lakhs)	No. in lakhs	(₹ in lakhs)
Equity shares at the beginning of the year	146.53	1,465.27	146.53	1,465.27
Shares issued during the period	-	-	-	-
Equity shares at the end of the year	146.53	1,465.27	146.53	1,465.27
(ii) 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.				
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.				
(iii) Shares held by holding company				
HCL Corporation Private Limited- Holding Company*				
86,65,966 (31 March 2022 : 86,65,966) Equity shares of ₹10 each fully paid			866.59	866.59
			866.59	866.59
(iv) Details of shareholders holding more than 5% shares in the Company				
	As at 31 March 2023	As at 31 March 2022		
	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹ 10 each fully paid up				
*HCL Corporation Private Limited- Holding Company	86.66	59.14	86.66	59.14
Kanchana R	7.73	5.27	7.73	5.27
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.				
(v) Particulars of shares held by the promoters at the end of the year				
Sl. No	Promoter Name	No of shares	% of total shares	% change during the year
1	Shiv Nadar	94,154	0.64	NIL
2	Kiran Nadar	20,262	0.14	NIL
3	Roshni Nadar Malhotra	3,888	0.03	NIL
4	Ajai Chowdhary	97,044	0.66	NIL
5	Ms Gita Chowdhary	3,371	0.02	NIL
6	Mr Akshay Chowdhary	1,440	0.01	NIL
7	Mr Shiven Malhotra	1,59,820	1.09	NIL
8	Ms Reetika Puri	1,750	0.01	NIL
9	Ms Nina Puri	100	0	NIL
10	HCL Corporation Pvt Ltd	86,65,966	59.12	NIL
11	Apollo Trading and Finance Pvt Ltd	1,71,662	1.17	NIL
12	Subhash Arora Investments Pvt Ltd	160	0	NIL
13	BFL Investments and Financial Consultants Pvt Ltd	2,68,134	1.83	NIL

8 Other equity**Capital reserve**

297.63

297.63

Securities premium reserve

333.37

333.37

Surplus in the statement of profit and loss

As per last balance sheet

(1,880.47)

(1,880.33)

Add: Net profit/ (loss) for the year

(2.73)

(0.14)

Closing balance

(1,883.19)**(1,880.47)****(1,252.20)****(1,249.47)****Nature and purpose of other reserves****Capital reserve**

This reserve represents the excess of net assets taken, over the cost of consideration paid at the time of amalgamation done previously. This reserve is not available for the distribution to the shareholders.

Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the

9 Trade payables**Current**

Due to micro and small enterprises (refer note (i) below)

- -

Dues of creditors other than micro and small enterprises

1.43 1.60

1.43 1.60**(i) Dues to micro and small enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act**

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

Principal amount remaining unpaid	Nil	Nil
Interest accrued and due thereon remaining unpaid	Nil	Nil
Interest paid by the company in terms of service 16 of MSMED Act 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.		
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act, 2006.	Nil	Nil
Interest accrued and remaining unpaid as at the end of the year	Nil	Nil
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil

Trade Payable Ageing Schedule as at 31 March 2023

Particulars	Less than 1 Year	1-2 Year	2-3 Year	> 3 year	Total
(i) MSME	-	-	-	-	-
(ii) Others	0.53	0.24	0.24	0.43	1.43
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total					

Trade Payable Ageing Schedule as at 31 March 2022

Particulars	Less than 1 Year	1-2 Year	2-3 Year	> 3 year	Total
(i) MSME	-	-	-	-	-
(ii) Others	1.17	0.24	0.20	-	1.60
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total					

10 Other current liabilities

Payable to statutory authorities

0.05 0.08

Provision for expenses

0.24 0.24

0.28 0.31

	For the year ended 31 March 2023	For the year ended 31 March 2022
11 Other income		
Interest income		
-on margin money	-	-
-on deposits	8.25	8.24
Gain on fair valuation of investments	2.04	1.22
	10.29	9.46
12 Other expenses		
Legal and professional fees**	6.57	4.63
Membership expenses	4.07	4.07
Interest on statutory liability	0.11	-
Statutory Levies and compliances	-	0.26
Miscellaneous expenses	2.27	0.63
	13.02	9.60
** Payment to auditor		
As auditor :		
Audit fee	0.24	0.24
	0.24	0.24
13 Earnings per equity share		
Earnings		
Net profit/ (loss) attributable to equity shareholders for calculation of basic and diluted EP	(2.73)	(0.14)
Shares		
Weighted average number of equity shares outstanding during the year for calculation of basic and diluted EPS	1,46,52,686	1,46,52,686
Nominal value of each equity share (₹)	10.00	10.00
Earnings per share (basic and diluted) (₹)	(0.02)	(0.00)
	For the year ended 31 March 2023	For the year ended 31 March 2022
14 Tax expense		
Income tax expense recognised in statement of profit and loss		
Current tax	-	-
Deferred tax	-	-
	-	-
The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 27.82% and		
Particulars		
Profit/ (loss) before tax	(2.73)	(0.14)
Income tax using the Company's domestic tax rate *	27.82%	26.00%
Expected tax expense [A]	-	-
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Non-deductible expenses/non-taxable income	-	-
Difference in property, plant and equipment as per books and Income Tax Act, 1961	-	-
Previously unrecognised tax losses now recouped to reduce current tax expense	-	-
Deferred tax not created on unabsorbed losses	-	-
Total adjustments [B]	-	-
Actual tax expense [C=A+B]	-	-
* Domestic tax rate applicable to the Company has been computed as follows		
Base tax rate	25%	25%
Surcharge (% of tax)	7%	
Cess (% of tax)	4%	4%
Applicable rate	27.82%	26.00%

15 Related party disclosures**Name of related parties and related party relationship**

Holding Company	HCL Corporation Private Limited
Key Management Personnel	Mr.Sunil Kumar Shrivastava, Managing Director Ms. Rita Gupta , Director Mr.Sashi Sekhar Mishra, Director Mr. Ravishankar Subramanian Padi, Director Mr. Sushil Kumar Jain, Director (upto May12th 2022) Mr. Vipin Kumar Gupta Mr. Suresh Chand Sharma, CFO Ms. Naina Luthra, CS Mr. Vikram Shastry (wef 10 June 2022)

	As at 31 March 2023	As at 31 March 2022
Claims against company not acknowledged as debts*	321.32	321.32

* The claims against the company comprise:

For taxes and others to the extent ascertainable ₹ 79.49 lakhs (31 March 2023 : ₹ 79.49 lakhs)

For excise duty and penalty to the extent quantified by the authorities and other claims to the extent ascertainable ₹ 0.83 lakhs (31 March 2023 : ₹ 0.83 lakhs).

For customs duty and penalty to the extent quantified by the authorities ₹ 241.00 lakhs (31 March 2023 : ₹ 241.00 lakhs).

16 Fair value disclosures**i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Financial assets measured at fair value - recurring fair value measurements

Particulars	Level	31 March 2023	31 March 2022
Fair value through profit and loss	Level 1	37.42	35.38

The fair value of investments in is based on the current bid price of respective investment as at the balance sheet date.

17 Financial risk management**i) Financial instruments by category**

Particulars	31 March 2023			31 March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	37.42	-	-	35.38	-	-
Other financial assets	-	-	-	-	-	-
Cash and cash equivalents	-	-	169.40	-	-	173.46
Total	37.42	-	169.40	35.38	-	173.46
Financial liabilities						
Trade payable	-	-	1.43	-	-	1.60
Total	-	-	1.43	-	-	1.60

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- loans & receivables carried at amortised cost, and
- deposits with banks

Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

Credit rating	Particulars	31 March 2023	31 March 2022
A: Low	Cash and cash equivalents	169.40	173.46

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

a) Maturities of financial

The tables below analyse the Company's financial liabilities into relevant maturity Companyings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2023	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Trade payable	1.43	-	-	-	1.43
Total	1.43	-	-	-	1.43

31 March 2022	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Trade payable	1.60	-	-	-	1.60
Total	1.60	-	-	-	1.60

C) Market Risk**a) Foreign currency risk**

Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. The Company is not exposed to foreign exchange risk arising from foreign currency transactions.

b) Interest rate risk**(i) Liabilities**

The Company has interest free borrowings from related parties, therefore Company has no exposure to interest rate risk.

(ii) Assets

The Company's fixed deposits are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the period :

Impact on profit before tax

Particulars	31 March 2023	31 March 2022
Equity instruments		
Fair value per share – increase by 500 bps (500bps)	1.87	1.77
Fair value pr share – decrease by 500 bps (500bps)	(1.87)	(1.77)

18 Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Debt equity ratio

Particulars	31 March 2023	31 March 2022
Total borrowings	-	-
Total equity	213.07	215.80
Net debt to equity ratio*	-	-

The Company has not declared dividend in current year or previous year.

19 Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current ratio	Current Assets	Current Liabilities	99	91	9%	Due to decrease of current liability
Debt -equity ratio	Total Debt	Shareholder's Equity	NA	NA	NA	NA
Debt service coverage ratio	Earnings available for debt service	Debt Service	NA	NA	NA	NA
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	-0.01	0.00	NA	NA
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	NA	NA	NA	NA
Net capital turnover ratio	Net Sales	Working Capital	NA	NA	NA	NA
Net profit ratio	Net Profit	Net Sales	NA	NA	NA	NA
Return on capital employed	Earning before interest and taxes	Capital Employed	-0.01	0.00	NA	NA

20 Other Notes

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. No layers of companies has been established beyond the limit prescribed as per above said section / rules.
- (iii) No bank or financial institution has declared the company as "Willful defaulter".
- (iv) No transaction has been made with the company struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (v) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (vii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (viii) There is no such income which has not been disclosed in the books of accounts. None of undisclosed income is surrendered or disclosed as income during the period under Income Tax Act, 1961.

For **Purushothaman Bhutani & Co**
Chartered Accountants

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

Binay Kumar Jha
Partner
Membersip No. 509220

Vipin Kumar Gupta
Director
(DIN : 08397846)

Sunil Kumar Shrivastava
Managing Director
(DIN: 00259961)

Naina Luthra
Company Secretary
(ACS 32164)

Suresh Chand Sharma
Chief Financial Officer

Place: New Delhi
Date : 15-05-2023

Place: New Delhi
Date : 15-05-2023

END OF REPORT