

19th
ANNUAL REPORT
2013-14

UNITECH INTERNATIONAL LIMITED

CIN No.: L99999MH1994PLC082810

BOARD OF DIRECTORS

DIRECTORS : DHRUV DESAI - Executive Director
 JOSEPH MATHOOR - Non- Executive Director
 JAGDISHCHANDRA GHUMARA - Independent Director
 PANKAJ MEHTA - Independent Director
 REYNOLD MISQUITTA - Independent Director

AUDITORS : S.S. Agarwal & Co.
Chartered Accountants

Bankers : Bank of Maharashtra

REGISTERED
OFFICE : A/19, ARUNODAY NIWAS, GANESH NAGAR
RAWAL PADA, DAHISAR EAST
MUMBAI - 400 068.

REGISTRAR
AND SHARE
TRANSFER AGENT: System Support Services
209, Shivai Ind Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri E,
Mumbai - 400 072.

19TH ANNUAL GENERAL MEETING

Date : 30th September, 2014.
Day : Tuesday
Time : 10.00 a.m.
Place : A/19, Arunoday Niwas,
Ganesh Nagar Rawal Pada, Dahisar
East, Mumbai - 400 068.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITECH INTERNATIONAL LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 10 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A/19, ARUNODAY NIWAS, GANESH NAGAR, RAWAL PADA, DAHISAR EAST, MUMBAI - 400 068 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2014 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2014 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Joseph Mathoor(Din-02087812) Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. S S Agarwal & Co., Chartered Accountants, (Membership No-050521) as the Statutory Auditor for the Financial Year 2014-15 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to decide their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. JAGDISHCHANDRA H. GHUMARA (DIN 00519468), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017."

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. PANKAJ MEHTA

(DIN 00821644), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. REYNOLD MISQUITTA (DIN 06419502), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017.”

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Dhruv Desai
Chairman

Registered Office:

A/19,Arunoday Niwas,
Ganesh Nagar
Rawal Pada, Dahisar East
Mumbai – 400 068.
Cin No.: L99999MH1994PLC082810

Date:14th August, 2014

PLACE: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of him self /herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total sharecapital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.
2. The Proxy Form to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Register of the Company shall remain closed from **Tuesday, the 23rd Day of September, 2014 to Tuesday the 30th Day September, 2014** (both days inclusive).
4. Members are requested to notify immediately, any changes in their address including e-mail address, if any, to the Company's Registrar & Transfer Agent, M/s. System Support Services at 209 Shivai Industrial Estate, Sainaka, Andheri Kurla Road, Mumbai- 400 072.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
7. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business as set out above is annexed.
8. As required under Clause 49 IV (G) of the Listing Agreement, details of the Directors, seeking appointment and re-appointment at the ensuing Annual general Meeting are as follows:

Name of Director	Mr.Jagdishchandra H. Ghumara	Mr. Pankaj Mehta	Mr. Reynold Misquitta
Date of Appointment	03/09/2011	03/04/2010	25/06/2013
Qualification	B.Com, Chartered Accountant	Graduate	HSC
Experience in specific functional area.	Accounts & Finance	Accounts	Marketing
Chairman / Member of the committee of other companies*	One	Nil	NIL

- Directorship of Other Private Companies are not considered.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 19TH Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice:

The procedure and instructions for the same are as follows:

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services provided by Central Depository Services Limited (CDSL).
2. MANDAR PALAV, Practicing Company Secretary (Membership No. ACS - 27695), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

A) Step-by-Step procedure and instructions for casting your vote electronically are as under in case of members receiving e-mail:

Step-1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step-2: Click on "Shareholders" tab.

Step-3: Now, select UNITECH INTERNATIONAL LIMITED from the drop down menu and click on "SUBMIT"

Step-4: Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step-5: Next enter the Image Verification as displayed and Click on Login.

Step-6: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step-7: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as 01/01/1990

Please enter any one of the details in order to login.

Step-8: After entering these details appropriately, click on “SUBMIT” tab.

Step-9: Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step-10: For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

Step-11: Click on the EVSN for UNITECH INTERNATIONAL LIMITED on which you choose to vote.

Step-12: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step-13: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step-14: After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step-15: Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.

Step-16: You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

Step-17: If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step- 18: Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Step – 19: In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

4. The voting period begins on 24th September, 2014 at 9.00 am and ends on 26th September, 2014, at 6.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

5. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within three (3) working days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th September, 2014 and communicated to the Stock Exchange(s).

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Dhruv Desai
Chairman

Date: 14th August, 2014
Place: Mumbai

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

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

Item No. 4:

Mr. Jagdishchandra H Ghumara has joined the Board with effect from 03rd September 2011 as a Director of the Company. In the opinion of the Board, Mr. Jagdishchandra H. Ghumara fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

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

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Jagdishchandra H. Ghumara being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for the 3 consecutive year for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Jagdishchandra H. Ghumara as a candidate for the office of Director of the Company.

Mr. Jagdishchandra H. Ghumara is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has also received declarations from Mr. Jagdishchandra H. Ghumara that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Jagdishchandra H. Ghumara, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jagdishchandra H. Ghumara as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jagdishchandra H. Ghumara as an Independent Director for the approval by the shareholders of the Company.

Except Mr. Jagdishchandra H. Ghumara being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item No. 5:

Mr. Pankaj Mehta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 03rd April, 2010. In the opinion of the Board, Mr. Pankaj Mehta fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

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

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Pankaj Mehta being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for 3 (Three) Consecutive years for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Pankaj Mehta as a candidate for the office of Director of the Company. Mr. Pankaj Mehta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Pankaj Mehta that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Pankaj Mehta, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pankaj Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pankaj Mehta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pankaj Mehta being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

Mr. Reynold Misquitta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 25th June, 2013. In the opinion of the Board, Mr. Reynold Misquitta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

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

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Reynold Misquitta being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for 3 (Three) Consecutive years for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Reynold Misquitta as a candidate for the office of Director of the Company.

Mr. Reynold Misquitta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.