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# ***Unitech International Limited***

## **15<sup>th</sup> ANNUAL REPORT**

**Financial Year 1<sup>st</sup> April 2009 to 31<sup>st</sup> March 2010**

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<b>DIRECTORS</b>	PANKAJ HARIBHAI VALIA DHRUV RAJESH DESAI KIRTI KANTILAL MEHTA JOSEPH KURIAKOSE MATHOOR PANKAJ JAYANTILAL MEHTA	<i>Chairman &amp; Managing Director</i> WEF 01.10.2010 <i>Executive Director</i> <i>Independent Director</i> <i>Independent Director</i> <i>Additional Director</i> WEF 03.04.2010
<b>BANKERS</b>	HDFC BANK STATE BANK OF INDIA CO-OP BANK OF AHMEDABAD LTD.	
<b>AUDITORS</b>	M/s. S. S. AGARWAL & CO. 501 DHIRAJ GAURAV HEGHTS, OFF NEW LINK ROAD, ANDHERI (WEST) MUMBAI 400 053	
<b>REGISTERED OFFICE</b>	1/A, 3 <sup>RD</sup> FLOOR, BOMBAY MUTUAL BUILDING, SIR P. M. ROAD, FORT, MUMBAI – 400023.	
<b>ADMINISTRATIVE OFFICE</b>	102, UNQUE HOUSE, CARDINAL GRACIOUS ROAD, CHAKALA, ANDHERI (EAST), MUMBAI – 400093.	
<b>REGISTRAR AND TRANSFER AGENT</b>	M/S. SYSTEM SUPPORT SERVICES 209 SHIVAI INDUSTRIAL ESTATE, ANDHERI KURLA ROAD, SAKI NAKA, ANDHERI EAST, MUMBAI 400 072.	

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## NOTICE

NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting of the members of Unitech International Limited will be held at 102 UNIQUE HOUSE CARDINAL GRACIOUS ROAD, CHAKALA, ANDHERI (EAST) MUMBAI 400 093 on Thursday, 30<sup>th</sup> September, 2010, at 11.00 A.M. 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, 2010 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2010 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Dhruv R. Desai - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To appoint Statutory Auditor and fix their remuneration.

### SPECIAL BUSINESS

- 4) To consider and if though fit, to pass with or without modification the following Resolution as an Ordinary Resolution.

**“RESOLVED THAT** Shri Pankaj Jayantilal Mehta, who was appointed as an Additional Director on 03<sup>rd</sup> April, 2010 and who in terms of Section 260 of the Companies Act, 1956 holds Office as such upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing along with the requisite deposit under section 257 of the Companies Act, 1956, from a Shareholder of the Company signifying his intention to propose Shri Pankaj Jayantilal Mehta as a candidate for the Office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

- 5) To consider and if though fit, to pass with or without modification(s), if any, the following Resolution as Special Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 316 Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Article of the Association of the company, the company hereby accords its approval to the appointment of **Shri. Pankaj Haribhai Valia** as the Managing Director of the Company with effect from 01.10.2010 for five years on the terms and conditions on terms & conditions including remuneration and perquisites as set out in the explanatory statement annexed hereto and as may be agreed to between the Company and **Shri Pankaj Haribhai Valia**.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to revise the remuneration payable to him as Managing Director, from time to time subject to the ceiling laid down in Section 198, 309 and Schedule XIII of the Companies Act, 1956, without further approval of the members of the company, but with such other approvals, sanctions, or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year, during the currency of the tenure of the director, the Company has no profits or its profits are inadequate, the company shall pay to Mr. Pankaj Haribhai Valia minimum remuneration by way of salary, perquisites and other allowances as above subject to the ceiling laid down in under Part II of Schedule XIII to the Companies Act, 1956 and such other amendments to the act from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing Resolution or otherwise considered by it to be in the best interest of the Company."

**FOR AND ON BEHALF OF THE BOARD,**

**Sd/-  
PANKAJ VALIA  
CHAIRMAN**

**Place : Mumbai  
Date : 12<sup>th</sup> August, 2010**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2010 to 30<sup>th</sup> September, 2010 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registrars, M/s System Support Services having its office at 209, Shivai Industrial Estate, Next to Parke Davis Ltd, Saki Naka, Mumbai-400072
4. 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.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to closure of the Register of Members as stated above.
6. An Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto and the papers/documents referred to therein are open for inspection at the Registered Office of the Company between 11:00 am and 2:00 pm on any working day prior to the date of Meeting.

7. At the ensuing Annual General Meeting Mr. Dhruv R Desai, Shri Pankaj Jayantilal Mehta and Shri Pankaj Haribhai Valia, directors, who are seeking appointment /reappointment, the brief resume of the directors are as under:

Name	Dhruv R. Desai	Pankaj Jayantilal Mehta
Age	26 YEARS	48 YEARS
Qualification	MBA FINANCE	B. Com.
Expertise in Specific Area		
Date of First Appointment on the Board of the Company		
Name(s) of the other companies in which Directorship held and Committee Membership/ Chairmanship held.		

Name	Pankaj Haribhai Valia
Age	55 YEARS
Qualification	B. Com.
Expertise in Specific Area	VHCL INDUSTRIES LTD ( MANAGING DIRECTOR)
Date of First Appointment on the Board of the Company	
Name(s) of the other companies in which Directorship held and Committee Membership/ Chairmanship held.	UIC CORPRATION PVT. LTD. SILVER TOP AGRO (INDIA) PVT LTD API INDUSTRIES PVT LTD HARDIK INDUSTRIAL CORPORATION PVT. LTD.

**FOR AND ON BEHALF OF THE BOARD,**

**Sd/-  
PANKAJ VALIA  
CHAIRMAN**

**Place : Mumbai  
Date : 12<sup>th</sup> August, 2010**

**ANNEXURE TO THE NOTICE**

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.**

**ITEM NO. 2**

Shri Dhruv R. Desai, Director of the Company who retires by rotation under Article 104 of Articles of Association of the Company and being eligible offer himself for re-appointment as director of the Company.

**ITEM NO. 4**

The Board of directors appointed Shri Pankaj Jayantilal Mehta as Additional Director with effect from 3<sup>rd</sup> April, 2010 by passing the resolution in the Board Meeting, pursuant to Articles of Association of the company and section 260 of the Companies Act, 1956. As per the said section, Shri Pankaj Jayantilal Mehta will hold office upto the date of this Annual General Meeting. A notice pursuant to section 257 of the Companies Act, 1956, has been received from a member signifying his intention to propose him as a candidate for the office of the Director.

None of the directors of the company other than Shri Pankaj Jayantilal Mehta is concerned or interested in the resolution. Your Directors, therefore, recommend the resolution for your approval.

**ITEM NO. 6**

The Board of Directors recommends appointment of Mr. Pankaj Haribhai Valia as the Chairman and Managing Director of the Company with effect from 1st October, 2010. The brief terms and conditions of his appointment are set out below:

1. Period: Five years with effect from 1<sup>st</sup> October, 2010 till 30<sup>th</sup> September, 2015.
2. Remuneration: He shall be entitled to salary of Rs. 5 Lac P.A. subject to the limit as specified in Schedule XIII of the Act. He will be provided such facilities as telephone, car, etc as may be necessary exclusively for the business of the Company.
3. He shall be entitled to the perquisites in the form of membership fees of the clubs to be paid by the Company.
4. The Company shall reimburse actual entertainment and traveling expenses incurred in the course of the Company's business.
5. He will be entitled to privilege leave and sick leave and casual leave benefits as per the rules of the Company.
6. He will not be entitled for any sitting fees for attending meetings of the Board or Committees thereof.
7. He shall keep the secrets of the Company.

In compliance with the provisions of Section 269, 198, 309 read with Schedule XIII of the Companies Act, 1956, the Board recommends the above resolution for your approval.

Except Mr. Pankaj Haribhai Valia, none of the other Directors is in any way concerned or interested in the said resolution.

**FOR AND ON BEHALF OF THE BOARD,**

**Sd/-  
PANKAJ VALIA  
CHAIRMAN**

**Place : Mumbai  
Date : 12<sup>th</sup> August, 2010**

## **DIRECTORS' REPORT**

The Directors have pleasure in presenting their 15<sup>th</sup> Annual Report on the business and operations of the Company for the year ended 31<sup>st</sup> March, 2010.

### **1. FINANCIAL RESULTS :**

	<b>31<sup>st</sup> March, 2010</b>	<b>31<sup>st</sup> March, 2009</b>
	Rs.	Rs.
Sales	83,95,146	61,66,667
Profit (Loss) before Depreciation, Interest & Tax	7,464	3,83,567
Interest	0	97,298
Profit before Depreciation & Tax	7,464	2,86,269
Depreciation	0	2,73,762
Profit after Depreciation & Interest	7,464	12,507
Provision for tax	2,239	(3,783)
Provision for deferred tax	0	29,24,231
Profit after tax	5,225	(29,15,507)
Surplus/ Deficit of earlier year	(20,36,955)	8,78,552
Balance carried to Balance Sheet (Profit/ (Loss) Account)	(20,31,730)	(20,36,955)

### **2. OPERATIONS:**

During the year under Report your Company achieved a Turnover of Rs. 8395146/- as against Turnover of Rs. 6166667/- in the previous year reflecting an increase of 56.34 %. The profit after Depreciation and Tax was Rs. 5225/- as against profit of Rs. . (2915507/-) - in the year ended .

### **3. DIVIDEND:**

In view of loss, the Directors have decided not to recommend any dividend for the year under review.

### **4. DIRECTORS:**

Shri Dhruv R. Desai, Director of the Company who retires by rotation under Article 104 of Articles of Association of the Company and being eligible offer himself for re-appointment as director of the Company.

Shri. Pankaj Jayantilal Mehta who was appointed as Additional Directors of the Company under Section 260 of the Companies Act, 1956 holds their office upto this Annual General Meeting. The Company has received notices from Shareholders of the Company with requisite deposit of Rs.500/- for his appointment as Director of the Company. The Resolutions for their appointment as Director are proposed in the Notice of this Annual General Meeting for consideration of the Members of the Company.

### **5. AUDITORS:**

M/s. Bhoota Shah & Co, Chartered Accountants who were appointed as the Statutory Auditors of the Company at the last Annual General Meeting have expressed their inability to continue as auditors of the Company. The Company has appointed M/s. S S AGARWAL & Co, Chartered Accountants as the Statutory Auditors of the Company in place of M/s Bhoota Shah & Co, Chartered Accountants in the

Extra Ordinary General Meeting held on 28<sup>th</sup> May, 2010. The Board recommends the reappoint of M/s S S Agarwal & Co., as auditors of the Company for the financial year 2010-11, who have also confirmed that their appointment shall be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956. Necessary Resolutions for their appointment has been proposed for the consideration of the Members of the Company.

**6. AUDITOR'S REPORT:**

There are no adverse observations made by the Auditors in their Report.

**7. AUDIT COMMITTEE:**

Audit Committee was reconstituted on 03<sup>rd</sup> April, 2010. The Board appointed Shri Joseph Kuriakose Mathoor Chairman Shri. Kirti Kantilal Mehta and Shri Pankaj Jayantilal Mehta as Members of the Audit Committee

**8. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE:**

Shareholder and investor Grievance Committee was reconstituted on 03<sup>rd</sup> April, 2010. The Board appointed Shri Joseph Kuriakose Mathoor Chairman, Shri. Kirti Kantilal Mehta and Shri Pankaj Jayantilal Mehta as Members of the Shareholders and Investors Grievance Committee.

**9. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) In the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) The Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

**10. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:**

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.



**11. STOCK EXCHANGES:**

The Company is listed on the following Stock Exchanges:

- a) Bombay Stock Exchange Limited.
- b) Ahmedabad Stock Exchange.

The Shares of the Company are presently suspended from trading in both the Stock Exchanges.

**12. PUBLIC DEPOSITS**

Your Company has not accepted any Public Deposits during the year under report.

**13. PARTICULARS OF EMPLOYEES:**

The Company has no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

**14. FOREIGN EXCHANGE:**

There were no foreign exchange Earnings or outgo during the year under review.

**15. CORPORATE GOVERNANCE:**

The Corporate Governance Report forms an integral part of this Report and are set out as separately in this Report. The Certificate of the Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges is annexed with the Report on Corporate Governance.

**16. HUMAN RESOURCES:**

Progressive policies to encourage excellence both in individual and team spirit. The Industrial relations during the year have been cordial and harmonious at all levels of the organization and the Directors wish to place on record their appreciation of the contribution made by the Company's entire work force for the success and progress of the Company.

**17. ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

**FOR AND ON BEHALF OF THE BOARD,**

**Sd/-  
PANKAJ VALIA  
CHAIRMAN**

**Place : Mumbai  
Date : 12<sup>th</sup> August, 2010**

**ANNEXURE 'A' TO DIRECTORS' REPORT****RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

1. **Future plan of action**  
Nil
- B. **Technology absorption :**
  1. **Efforts in brief made towards technology absorption, adoption and innovation.**  
No new technology was introduced during the Year ended 2008 -09
  1. **Benefits derived as a result of the above efforts.**  
Nil
  2. **In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**  
Nil
- A. **Foreign Exchange Earnings and Outgo**  
Nil
  1. **Earning- FOB value of Exports**  
Nil
  2. **Outgo- CIF Value of Imports**  
Nil

**FOR AND ON BEHALF OF THE BOARD,**

**Sd/-  
PANKAJ VALIA  
CHAIRMAN**

**Place : Mumbai  
Date : 12<sup>th</sup> August, 2010**