

20th ANNUAL REPORT

2014-2015

OF

UNITECH INTERNATIONAL LIMITED

COMPANY DETAILS		
Name of the Company	:	UNITECH INTERNATIONAL LIMITED
Corporate identification Number(CIN)	:	L99999MH1994PLC082810
Registered Office	:	Office No. 1/2 , Plot No. 353 A, TPS-III, Garodia Nagar, 90 Ft. Road, Opp. Jai Bandhu Bldg, Ghatkopar East, Mumbai-400 077
E-mail Id	:	unitech.international1@gmail.com
Tel. No.	:	022-21022523

BOARD OF DIRECTORS		
DHRUV DESAI	:	EXECUTIVE DIRECTOR
JOSEPH MATHOOR	:	NON-EXECUTIVE DIRECTOR
GRACE MATHOOR	:	NON-EXECUTIVE DIRECTOR
THOMAS JOSEPH	:	INDEPENDENT DIRECTOR

AUDITOR OF THE COMPANY		
Name of Auditor of the company	:	M/S. S S AGARWAL & CO. Chartered Accountant
Address	:	Building No. 49/2349, Sri Satya Sai Krupa CHS Ltd, Opp. MIG Cricket Club, Bandra (E), Mumbai 400 051

REGISTRAR AND SHARE TRANSFER AGENT		
Name of Registrar And Share Transfer Agent	:	System Support Services
Address	:	209, Shivai Ind Estate, 89, Andheri Kurla Road, Saki Naka, Andheri E, Mumbai – 400 072
Tel. No.	:	91-22-28500835
Email Id	:	sysss72@yahoo.com

BANKERS OF THE COMPANY		
Name of bank of the company	:	HDFC Bank
		State Bank of India

20TH ANNUAL GENERAL MEETING
Date: 30 th September,2015
Day: Wednesday
Time: 10.00 a.m.
Place: Office No. 1/2 , Plot No. 353 A, TPS-III, Garodia Nagar, 90 Ft. Road, Opp. Jai Bandhu Bldg, Ghatkopar East, Mumbai-400 077.

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NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of UNITECH INTERNATIONAL LIMITED will be held on Wednesday, 30th September, 2015, at 10.00 A.M. at the Office No. 1/2 , Plot No. 353 A, TPS-III, Garodia Nagar, 90 Ft. Road, Opp. Jai Bandhu Bldg, Ghatkopar East, Mumbai-400 077 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, 2015 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2015 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Dhruv Desai (DIN:00493960) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To ratify the appointment of Auditor of the company and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"Resolved that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors the appointment of M/s S S Agarwal & Co., Chartered Accountants, (Membership No-050521) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2015-16 as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

- 4) Appointment of Mrs. Grace Mathoor as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mrs. GRACE JOSE MATHOOR (DIN: 07140028), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th March, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom company has received a notice in writing proposing her candidature for the office of a Director, be and is hereby appointed a Director of the Company whose term of office shall be subject to retirement by rotation."

- 5) Appointment of Mr. Thomas Joseph as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Thomas Joseph (DIN: 07264096) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 14th August, 2015 and who holds office until the conclusion of this Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER 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), Thomas Joseph (DIN: 07264096), a Non-executive Director of the Company

who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (Five) consecutive years from 14th August, 2015."

- 6) Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolutions passed and pursuant to the provisions of section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force and all other applicable Acts, laws, rules, regulations, and guidelines for the time being in force; and subject to such terms and conditions as may be imposed by them, consent be and hereby accorded to the Board of Directors of the Company, to lease or mortgage, charge or create any security on the whole or substantially the whole of the undertaking of the Company including moveable or immoveable properties and assets of the Company, to secure the repayment of term loan/financial assistance obtained/to be obtained for business purpose for an amount which shall not at any time exceed Rs. 100,00,00,000 (Rupees One Hundred Crores Only) for availing credit facilities from various Financial Institutions, Banks, and / or Bodies Corporate for the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or alter the terms and conditions of the security aforesaid in consultation with the financial institutions/banks/other lenders and mortgages as may be necessary".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to prepare, finalize, and execute in favour of the said financial institution/banks/other lenders the documents, writing, and such other agreements, as may be necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

- 7) Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, or any amendment or modification thereof, Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted or to be constituted from time to time thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, from any one or more of the Company's Bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans, debentures or bill discounting, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company which (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board and outstanding at any time shall not exceed the sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of the Board and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

- 8) Loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies, Act, 2013.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 100,00,00,000/- (One hundred Crores Only) over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

- 9) Adoption of New set of Articles of Association of the Company in accordance with the Companies Act, 2013.

To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized in this behalf, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

- 10) Appointment of Dhruv Desai as a Managing Director - Key Managerial Person (KMP)

To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the company be and is hereby accorded to the appointment of Mr. Dhruv Desai, as Managing Director of the Company for a period of 3 years with effect from 01/09/2015 to 30/08/2018 on such terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board'), in the exercise of its discretion, to alter and vary from time to

time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For UNITECH INTERNATIONAL LIMITED**

Sd/-
Dhruv Desai
Chairman
Din: 00493960

Registered Office:

Off. No. 1/2 , Plot No. 353 A, TPS-III,
Garodia Nagar, 90 Ft. Road,
Opp. Jai Bandhu Bldg,
Ghatkopar East,
Mumbai-400 077.
CIN: L99999MH1994PLC082810

Date: 01st September, 2015

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 HIMSELF /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 SHARE CAPITAL 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Wednesday 23rd September, 2015 to Wednesday, 30th September, 2015** (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2015.
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 prior to closure of the Register of Members as stated above.
6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
7. 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. Dhruv Desai	Mr. Thomas Joseph	Mrs. Grace Mathoor
Date of Appointment	27/02/2003	14/08/2015	30/03/2015
Qualification	MBA in Finance	Graduate	Graduate
Experience in specific functional area.	Accounts & Finance	Accounts	Administration
Chairman / Member of the committee of other companies*	Nil	Nil	NIL

- Directorship of Other Private Companies are not considered.
- 8 The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
 9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **M/S. SYSTEM SUPPORT SERVICES** at 209 Shivai Industrial Estate, Sainaka, Andheri Kurla Road, Mumbai- 400 072.
 10. 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.
 11. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for financial year 2014-2015 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 20th 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. The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
3. 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.
4. The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently.

Commencement of E-voting	26 th September, 2015 at 10.00 a.m.
End of E-voting	29 th September, 2015 at 5.00 p.m.

4. The cut-off date (record date) for the purpose of E-voting is 23rd September, 2015. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
5. The Results of E-voting and Physical Voting at the Annual General Meeting along with the scrutinizers' report shall be placed on the website of the Company and shall also be communicated to the Stock Exchange.

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 _____
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
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as _____

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.

**By Order of the Board
For UNITECH INTERNATIONAL LIMITED**

Sd/-
DHRUV DESAI
Chairman
Din: 00493960

Registered Office:

Off. No. 1/2 , Plot No. 353 A, TPS-III,
Garodia Nagar, 90 Ft. Road,
Opp. Jai Bandhu Bldg,
Ghatkopar East,
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CIN: L99999MH1994PLC082810