



UNITECH INTERNATIONAL LIMITED

**26TH ANNUAL REPORT
2020 – 2021**

CORPORATE INFORMATION

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| <p>Name of the Company : Unitech International Limited</p> <p>Registered Office : D/703, 7th Floor, D-Wing, Nilkant Business Park, Station Road, Vidhyavihar (West), Mumbai - 400086</p> <p>Factory 1: 186/2, Surangi Village, Dadar Nagar Haveli, Silvassa (U.T.) - 396295</p> <p>Factory 2: Plot No. 42, 43 & 44, Achad Industrial Esatate, Village: Achad, Tal. Talasari, Dist. Thane - 401606</p> <p>CIN : L99999MH1994PLC082810</p> <p>Website : www.unitechinternationaltd.com</p> <p>Email : complianceunitech@gmail.com</p> <p>Contact No. : 022 25020839</p> <p>BOARD OF DIRECTORS</p> <p>Mr. Rohaan Bhathena : Managing Director</p> <p>Palsi Bhathena : Whole Time Director</p> <p>Mr. Joseph Mathoor : Non-Executive Director & Chief Financial Officer</p> <p>Mrs. Grace Mathoor : Non-Executive Director</p> <p>Mr. Thomas Joseph : Non-Executive Director</p> <p>Mr. Dipak Kothari : Non-Executive Director, Independent Director</p> <p>COMMITTEES OF THE BOARD</p> <p>AUDIT COMMITTEE</p> <p>Mr. Dipak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p> | <p>NOMINATION & REMUNERATION COMMITTEE</p> <p>Mr. Dipak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p> <p>STAKEHOLDERS RELATIONSHIP COMMITTEE</p> <p>Mr. Dipak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p> <p>STATUTORY AUDITORS</p> <p>S.R. Dhariwal and Co., Chartered Accountants</p> <p>BANKERS</p> <p>Bank of Maharashtra</p> <p>REGISTRAR & TRANSFER AGENT</p> <p>Link Intime India Pvt. Ltd. C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 063.</p> |
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NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Unitech International Limited will be held on Thursday, the 30th day of September, 2021 at 1:00 p.m. at D/703, 7th Floor, D-Wing, Nilkant Business Park, Station Road, Vidhyavihar (West), Mumbai-400086 at the registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements consisting of the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Joseph Mathoor (DIN: 02087812), who retires by rotation and being eligible, offers himself for re-appointment
3. **Appointment of Statutory Auditors:**

To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of one year until the conclusion of the 27th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. S. R. Dhariwal and Co., Chartered Accountants, Mumbai, with registration number 102466W be and are hereby appointed as the Statutory Auditors of the Company at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. S.R. Dhariwal and Co., plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the 27th Annual General Meeting subject to ratification of appointment by the members in every Annual General Meeting.

4. **Re-Appointment of Mr. Rohaan Bhathena as Managing 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 the consent of the shareholders be and is hereby accorded to reappoint Mr. Rohaan Bhathena (DIN: 08332428) as Managing Director of the Company for a period of one year w.e.f. 04th September, 2021 till 03rd September, 2022.

RESOLVED FURTHER THAT the Board of the Company thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rohaan Bhathena, Managing Director.”

5. Re-Appointment of Mr. Palsi Bhathena as Whole Time 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 Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 the prior consent of the shareholders be and is hereby accorded to reappoint Mr. Palsi Bhathena (DIN: 01764594) as Whole Time Director of the Company for a period of one year w.e.f. 12th December, 2021 till 12th December, 2022 on completion of the earlier tenure i.e. 12th December, 2020 to 11th December, 2021.

RESOLVED FURTHER THAT the Board of the Company thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Palsi Bhathena, Whole Time Director.”

SPECIAL BUSINESS:**6. Re-Appointment of Mr. Dipak Kothari as Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dipak Kothari (DIN: 01537304), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 1 (one) year, w.e.f. 04th September, 2021 that is, up to September 03, 2022.”

By Order of the Board
For Unitech International Limited
Sd/-
Rohan Bhathena
Managing Director
(DIN: 08332428)

Date: 07th September, 2021

Registered Office:

D/703, 7th Floor, D-Wing,
Nilkant Business Park, Station Road,
Vidhyavihar (West), Mumbai 400086.

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Members are requested to:
 - i. Bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - ii. Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
 - iii. Carry Original Identity proof (ID) alongwith self-attested Photocopy of the same.
3. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
4. The Register of Members and the Transfer Book of the Company will remain closed from **23rd September, 2021 to 30th September, 2021** (both days inclusive).
5. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent of the Company (M/s. Link Intime India Pvt. Ltd.).
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Link Intime India Pvt. Ltd., at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 063.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2020-2021 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the Company or Link Intime India Pvt. Ltd. unless any member has requested for a hard copy of the same. For members who have not registered their email address

so far, are requested to promptly intimate the same to their respective DPs or to the Company/ Link Intime India Pvt. Ltd., as the case maybe. Physical copies of the Annual Report for the year 2020-2021 will be sent in the permitted mode in cases where the email addresses are not available with the Company.

8. Electronic copy of the Notice convening the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
9. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2020-2021 is also available on the Company's website www.unitechinternationaltd.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all the working days except Saturdays.
10. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
 - III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27, September, 2021 at 9:00 A.M. and ends on 29, September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2021.

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





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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP |

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| | <p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for |

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| | the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |