

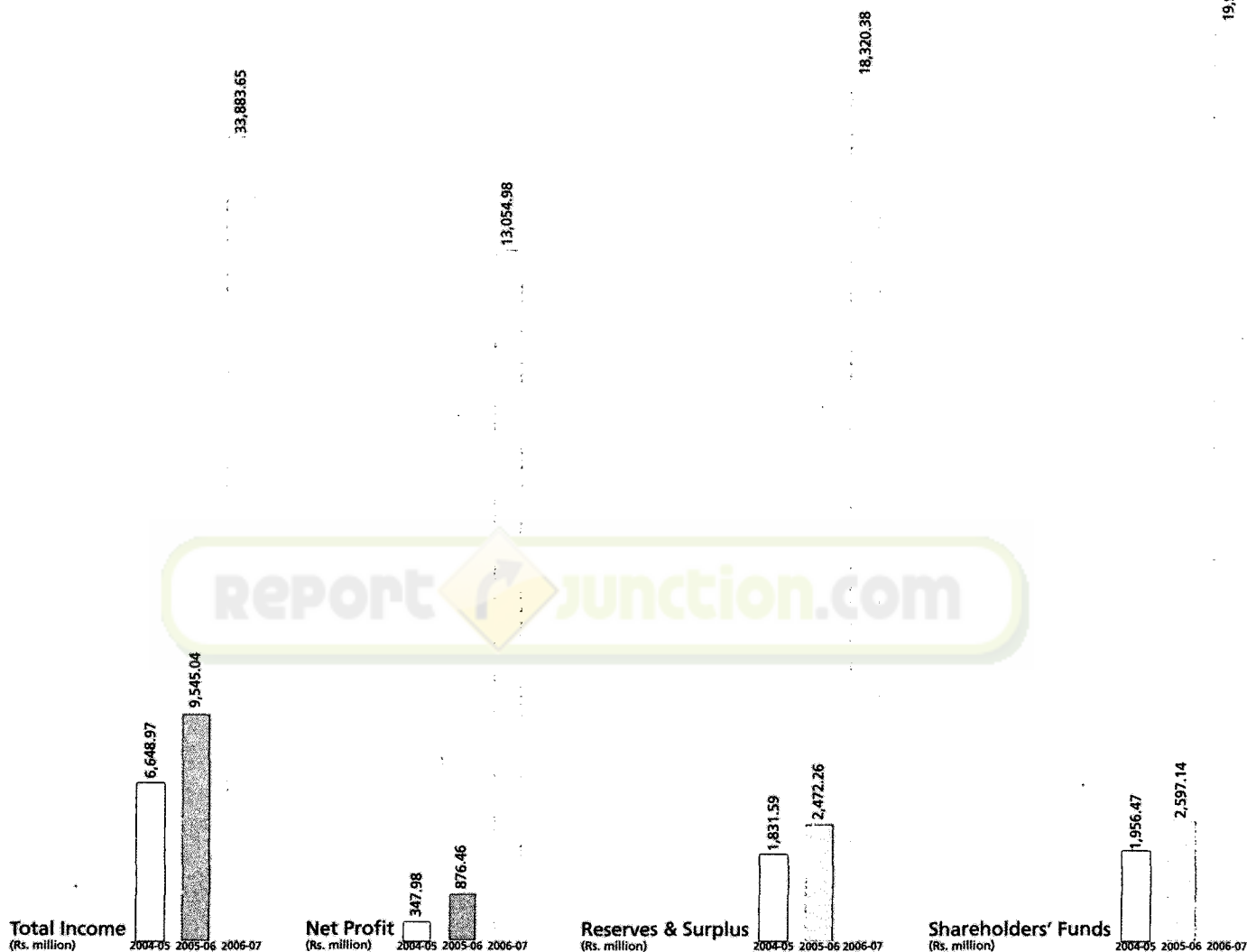
ANNUAL REPORT 2006 - 07



progress at glance

(Unitech Group)

19,943.75



Financial Summary (Unitech Group)				
(Figures in Rs. million)				
S. No.	Particulars	Financial Year		
		2006-07	2005-06	2004-05
1.	Share Capital	1,623.37	124.88	124.88
2.	Reserves & Surplus	18,320.38	2,472.26	1,831.59
3.	Shareholders' Funds	19,943.75	2,597.14	1,956.47
4.	Total Income	33,883.65	9,545.04	6,648.97
5.	Net Profit (before Tax)	17,918.50	1,389.55	564.31
6.	Net Profit (after Tax)	13,054.98	876.46	347.98
7.	Fixed Assets	8,148.23	4,887.12	1,481.08
8.	Net Current Assets	61,746.45	8,629.23	5,268.58
9.	Investments	4,547.57	144.54	502.23
10.	Secured Loans	38,961.60	9,556.87	3,257.72
11.	Unsecured Loans	843.69	892.54	505.80

company
profile

Infospace, Gurgaon

Established in 1971, Unitech today is India's leading real estate company with a market capitalization of around US\$ 10 billion.

From being a National Capital Region (NCR) focused real estate developer, Unitech is fast establishing a pan India presence. It is already a market leader in NCR and Kolkata and endeavors to attain leadership in every market that it operates in. Unitech has the most diversified product mix comprising residential, commercial, Information Technology (IT) parks, Retail, Amusement parks and Hotels. It is known for the quality of its product and is the first real estate developer to have been certified ISO 9001:2000 certificate in North India.



Infospace, Kolkata

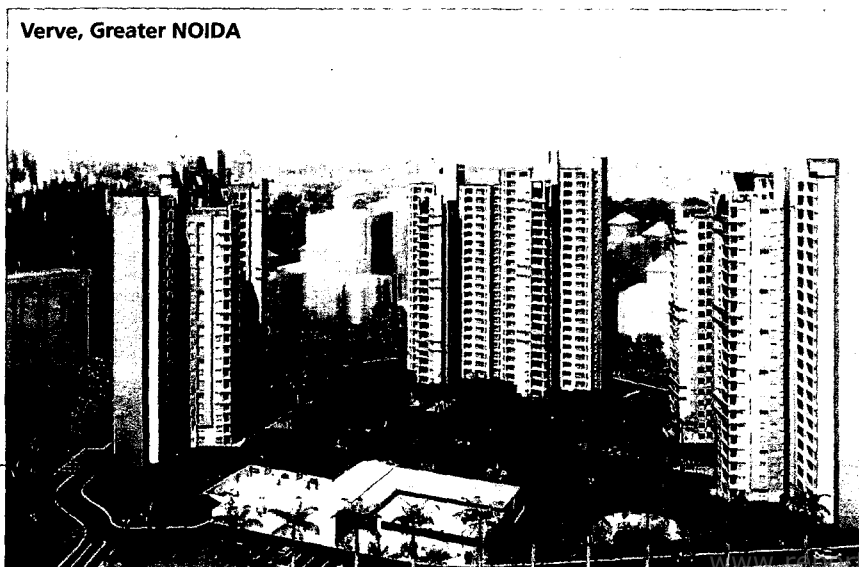
Unitech has long partnered with internationally acclaimed architects and design consultants including Callison Inc (USA), RMJM (UK), FORREC (Canada), SWA, EDAW and HOK (USA) for various projects. It's clientele for commercial projects includes global leaders such as Fidelity, Bharti Televentures, Ford Motors, Nike, Intercontinental Hotel Group, EDS, Hewitt, Convergys, Reebok, Keane, Fritolays, Sun Life Insurance, BCG, AT Kearney, Seagrams, Perfetti & General Motors. Unitech has been keeping pace with the rapid growth in the Indian real estate sector and currently employs over 1800 people including over 600 engineers, architects and management professionals.

Report  junction.com



Gateway, Kolkata

Verve, Greater NOIDA



Notice of Annual General Meeting

unitech[®]
 Dream. Believe. Create.
 Registered Office:
 6, Community Centre, Saket,
 New Delhi - 110 017

Notice is hereby given that the 36th Annual General Meeting of the members of Unitech Limited will be held on **Tuesday, 31st July, 2007 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2007 and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the year ended 31st March, 2007.
3. To appoint a Director in place of Mr. Ramesh Chandra*, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Chandra*, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. P. K. Mohanty*, who retires by rotation and, being eligible, offers himself for re-appointment.
6. (a) To appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
 (b) To appoint Auditors for the Company's office in Libya and to authorise the Board of Directors under Section 228 of the Companies Act, 1956 to fix their remuneration and the terms and conditions subject to which they will hold the appointment.

Special Business

7. Raising of ceiling for Portfolio Investment in the Company

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

"RESOLVED that, in modification to the resolution passed by the members at the 26th Annual General Meeting of the Company held on 27th September, 1997 and pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "Concerned Authorities") and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting any such approvals, consents, permissions or sanctions,

- a) the ceiling of 24% of the total paid-up equity capital of the Company on investments in securities by Foreign Institutional Investors (FIIs), as stated in para 11.2.2 of Part I of the Master Circular No. 02/2006-07 dated 1st July, 2006 on Foreign Investments in India issued by the Reserve Bank of India read with Schedule 2 prescribed under Regulation 5(2) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, be and is hereby raised to the sectoral cap of 100% stipulated by the Government of India/Reserve Bank of India for the Industry subject to the condition that the holding of any single FII or each SEBI approved sub-account of a FII or the concerned FII group do not exceed 10% of the paid-up capital of the Company.
- b) the ceiling of 10% of the total paid-up equity capital of the Company on purchase/sale of equity shares/convertible debentures by Non-Resident Indians (NRIs) and Persons of Indian Origin (PIOs) be and is hereby raised to 24% pursuant to para 11.3.1 of Part I of the Master Circular No. 02/2006-07 dated 1st July, 2006 on Foreign Investments in India issued by the Reserve Bank of India read with Schedule 3 prescribed under Regulation 5(3)(i) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 subject to the condition that the holding of shares/convertible debentures of any single NRI or PIO do not exceed 5% of the paid-up capital of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings, as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise in regard thereto."

8. Cancellation of Preference Shares, Increase in Authorised Share Capital and consequent alteration in the Memorandum of Association

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

"RESOLVED that:

- a) pursuant to Section 94(1)(a), 94(1)(e) and other applicable provisions, if any, of the Companies Act, 1956 read with Article 50, Article 56 and other applicable provisions, if any, of the Memorandum and Articles of Association of the Company :
 - i. the existing 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred) each of Authorised Share Capital be and are hereby cancelled.
 - ii. the Authorised Share Capital of the Company be and is hereby increased from Rs. 210,00,00,000/- (Rupees Two Hundred and Ten Crores) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 2/- (Rupees Two) each and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 500,00,00,000/- (Rupees Five Hundred Crores) divided into 250,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 2/- (Rupees Two) each with a power to increase and reduce the same.
- b) pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, Clause 5 of the Memorandum of Association of the Company be and is hereby altered to read as follows:

'The Share Capital of the Company is Rs. 500,00,00,000 (Rupees Five Hundred Crores) divided into 250,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 2/- (Rupees Two) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company.'

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings, as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise in regard thereto."

9. Capitalisation of free reserves and Issue of Bonus Shares

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

"RESOLVED that:

- a) pursuant to all applicable provisions, if any, of the Companies Act, 1956, Article 131 and all other applicable provisions, if any, of the Memorandum and Articles of Association of the Company, guidelines issued by the Securities and Exchange Board of India, Listing Agreements entered into by the Company with the Stock Exchanges where shares of the Company are listed and all other applicable laws, rules and regulations,
- b) subject to the in-principle approval of the Stock Exchanges and of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, for allotment and issue of new Equity Shares to such members as may be applicable and all such other approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "Concerned Authorities") and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the Company be and is hereby accorded to:
 - i) capitalise such sum standing to the credit of General Reserve, Profit & Loss Account, Share Premium Account and/or any other reserve or surplus Account(s) in the books of the Company as on 31.03.2007 available for distribution among the shareholders of the Company, as may be considered necessary by the Board of Directors of the Company,

Item 9

The Board of Directors in its meeting held on May 28, 2007 recommended the issue of bonus shares in proportion of one equity share for every one equity share held by the members of the Company on a date to be fixed in this regard, by capitalizing the sum standing to the credit of free reserves and surplus available for distribution among the shareholders of the Company.

The present paid-up capital of the Company is Rs.162.34 crores divided into 81,16,87,500 equity shares of Rs.2/- each. For issuance of bonus shares, the Company is required to capitalise the sum equivalent to the paid-up capital of the Company which include shares issued and shares to be issued, if any, prior to the date of allotment of bonus shares and in lieu thereof, to increase the Authorized Share Capital of the Company by providing for equity shares of Rs.2/- each to that extent.

Pursuant to the provisions of the Articles of Association of the Company and the guidelines of Securities and Exchange Board of India, the capitalization of free reserves and surplus and application thereof for issuance of bonus shares require approval of the members of the Company. Further, it is necessary to authorize the Board to take all necessary actions and to complete all the regulatory formalities in connection with the bonus issue. Approval of the members is therefore sought by way of an ordinary resolution.

All the Directors except Mr. A. S. Johar, Mr. G. R. Ambwani, Dr. P. K. Mohanty and Mr. Ravinder Singhania, to the extent of their entitlement to the bonus shares, if any, may be deemed to be concerned or interested in the resolution.

The Board recommends the resolution set forth in Item 9 for approval of the members.

Item 10

As per the existing Article 101 of the Articles of Association of the Company, all the Directors of the Company are liable to retire by rotation at Annual General Meeting. In terms of Section 255 of the Companies Act, 1956, not less than two-thirds of the total number of directors shall be the persons who are liable to retire by rotation and shall be appointed by the Company in general meeting. In order to bring the existing Article 101 in line with the provisions of the Companies Act, 1956, it is proposed to alter the said Article suitably to provide that the office of one-third of the total number of Directors shall not be liable to retire by rotation.

Pursuant to the provisions of the Companies Act, 1956, the alteration in the Articles of Association requires approval of the members of the Company. Approval of the members is therefore sought by way of a special resolution.

None of the Directors of the Company other than those who shall be determined as the directors not liable to retire by rotation consequent to the proposed alteration, are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item 10 for approval of the members.

By Order of the Board of Directors
For Unitech Limited

Tarun V. Kotak
Additional General Manager
& Company Secretary

Place: New Delhi
Dated: June 27, 2007

- ii) appropriate the aforesaid sum towards issue of Bonus Shares to and amongst all the Equity Shareholders of the Company whose names will appear as Beneficial Owner in the records of the National Securities Depository Limited and Central Depository Services (India) Limited and as member in the Register of Members as on the record date to be fixed by the Board of Directors and apply the same for allotting Equity Shares of Rs. 2/- (Rupees Two) each in the ratio of one Equity Share for every one Equity Share held by them as on the record date.

FURTHER RESOLVED that:

- A) all such new shares, as and when issued, shall rank *pari passu* with the existing equity shares of the Company in all respects.
- B) no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed or that may be prescribed in this regard, from time to time, except in respect of those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts.
- C) the issue and allotment of the said bonus shares to the extent these shares relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India, if required.
- D) for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to determine all other terms and conditions of the issue of bonus shares and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental, including but without limitation to filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or other Concerned Authorities, applying and seeking necessary approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

10. Amendment in the Articles of Association of the Company

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

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the existing Article 101 of the Articles of Association of the Company be and is hereby altered by replacing the following as new Article 101:

- '101 Not more than one-third of the total number of Directors shall be persons whose period of office shall not be liable to determination by retirement of Directors by rotation and such Directors shall not be liable to be re-appointed by the Company in General Meeting. The Board shall have the power to determine and appoint such Directors from time to time on the basis of total number of Directors on the Board.'

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings, as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise in regard thereto."

By Order of the Board of Directors
For Unitech Limited

Tarun V. Kotak
Additional General Manager
& Company Secretary

Place: New Delhi
Dated: June 27, 2007

Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote, on a poll, instead of himself and the proxy so appointed need not be a member of the Company. Proxies, in order to be effective, must be sent so as to reach the Registered Office of the Company latest by 10.30 A.M. on 29th July, 2007 duly completed, stamped and signed, otherwise the Proxy Form will be rejected. A blank Proxy Form is enclosed.**
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is enclosed.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 24th July, 2007 to Tuesday, 31st July, 2007 (both days inclusive).
4. **Members desirous of asking any question or seeking any information in the Meeting are requested to write a letter to the Company Secretary so as to reach him at least seven days before the date of the Meeting to enable the Management to keep the answers/information ready.**
- *5. Brief resume and other requisite information of Mr. Ramesh Chandra, Mr. Sanjay Chandra and Dr. P. K. Mohanty are given in the Report on Corporate Governance. Further, all the three Directors have filed Form No. 'DD-A' with the Company as required by the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003 and have confirmed that they are not disqualified for appointment as Directors of the Company.
6. Pursuant to clause 49(IV)(E)(v) of the Listing Agreement with the Stock Exchanges, the Company has received from Dr. P. K. Mohanty the disclosure of the shareholding in the Company. As on 31.03.2007, he was not holding any shares in the Company.
7. Documents referred to in this Notice, i.e. Memorandum and Articles of Association of the Company will be available for inspection by the members at the registered office of the Company between 10.30 A.M. and 4.00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the meeting.
8. Members holding shares of the Company in physical form are requested to intimate change, if any, in their registered address immediately to the Registrar and Share Transfer Agents of the Company and correspond with them directly regarding Share Transfer/Transmission/Transposition, Demat/Remat, Change of Address, Issue of Duplicate Share Certificate, ECS and Nomination Facility.

Members holding shares of the Company in demat form must correspond directly with their respective Depository Participants (DPs) and not with the RTA or the Company.
9. **Please note that as per the rules of the Auditorium, briefcases, hand-bags, snacks-boxes, cameras, walkmen etc. are not allowed to be carried inside the Auditorium. Further, smoking and consuming of alcohol/alcoholic drink is strictly prohibited in the Auditorium and on the stage.**
10. **Please very carefully read 'General Information for Shareholders' in the Report on Corporate Governance, particularly the information relating to payment of Dividend and transfer of unclaimed/unpaid Dividend to The Investor Education and Protection Fund.**
11. (a) In order to provide protection against fraudulent encashment of Dividend Warrants, those shareholders who do not wish to receive dividend through ECS system and hold shares in physical form are requested to intimate to the Company, under the signature of the Sole/First holder, the following information to be printed on the Dividend Warrants:
 - (i) Name of the Sole/First holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.: name, branch & complete address of the Bank, Bank Account Number and type of Account (Savings, Current etc.)
- (b) Shareholders holding shares in electronic form may kindly note that their Bank account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion

of/change in such Bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. **Shareholders who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change, with complete details of Bank Account.**

12. Members/proxies should bring the attendance slips filled in for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item 7

The members of the Company, at their 26th Annual General Meeting held on September 27, 1997, passed a resolution for increasing the ceiling on investments by FIIs/NRIs/OCBs from 24% to 30% of the total paid-up capital of the Company.

According to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulation, 2000 issued by the Reserve Bank of India, the limit of investment by Foreign Institutional Investors including their SEBI approved sub-accounts (FIIs) under Portfolio Investment Scheme can be increased upto the sectoral cap/ statutory ceiling with the approval of the Board of Directors followed by the approval of members of the Company by way of special resolution, provided that the investment of each FII/ SEBI approved sub-account of FII shall not exceed 10% of the paid-up capital or 10% of the paid-up value of each series of convertible debentures or any other convertible securities of the Company, as the case may be. The sectoral cap is 100% for townships, housing, built-up infrastructure and construction-development projects (which would include, but not be restricted to, housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure), subject to certain conditions.

Similarly, with the approval of the Board of Directors and the members of the Company by way of special resolution, the limit for investment by Non-Resident Individuals including Persons of Indian Origin (NRIs) under Portfolio Investment Scheme can be increased to 24% of the paid-up capital or 24% of the paid-up value of each series of convertible debentures or any other convertible securities of the Company, as the case may be, provided that the investment made by each NRI shall not exceed 5% of the paid-up capital or 5% of the paid-up value of each series of convertible debentures or any other convertible securities of the Company, as the case may be.

The Board of Directors is of the view that the increase in the limit for purchase/sale of shares and/or convertible debentures or any other convertible securities by FIIs and NRIs, as proposed above, would be in the interest of the Company. Accordingly, the Board of Directors at its meeting held on May 28, 2007, *inter alia*, approved, subject to the members' approval, to enhance the limit for purchase/ sale of shares and/or convertible debentures/securities in the Company under Portfolio Investment Scheme to 100% for FIIs and 24% for NRIs.

None of the Directors of the Company are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item 7 for approval of the members.

Item 8

The present authorized share capital of the Company is Rs.210,00,00,000/- divided into 100,00,00,000 Equity Shares of Rs.2/- each and 10,00,000 Preference Shares of Rs.100/- each. Since the said preference shares have not been taken or agreed to be taken by any person, it is proposed to cancel these shares.

Further, in view of the proposal to issue bonus shares as contained in this notice, the Board considered it necessary to increase the Authorised Share Capital of the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs.500,00,00,000/- divided into 250,00,00,000 Equity shares of Rs.2/- each.

Pursuant to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, the cancellation of unissued shares, increase in the authorised share capital and consequent alteration in the capital clause of the Memorandum of Association requires approval of the members of the Company in general meeting. Approval of the members is therefore sought by way of an ordinary resolution.

None of the Directors of the Company are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item 8 for approval of the members.