

UNITECH LIMITED



CIN: L74899DL1971PLC009720

Regd. Office: Basement, 6, Community Centre, Saket, New Delhi – 110017

Corporate Office: 13th Floor, Signature Towers, Tower-B, South City-I, Gurugram– 122007

Tele/Fax: 011-26857338

E-mail: share.dept@unitechgroup.com | Web: www.unitechgroup.com

NOTICE OF 48th ANNUAL GENERAL MEETING

NOTICE is hereby given that 48th Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, 24th day of May, 2021 at 12:30 p.m.** through Video Conference (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with reports of the Board of Directors and Auditors' thereon.
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the report of Auditors' thereon.
- To ratify the appointment and remuneration of M/s R. Nagpal Associates, Chartered Accountants, Statutory Auditors of the Company for the financial year 2019 - 20 and if thought fit, to pass following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment for the time being in force), the appointment of M/s R. Nagpal Associates, Chartered Accountants (FRN No. 002626N) as the Statutory Auditors of the Company, to hold office from the conclusion of 48th Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company and remuneration paid/ payable to them, be and is hereby ratified, as mutually agreed between the Board of Directors and the Auditors.”

By Order of the Board
sd/-
(K. C. Sharma)
Company Secretary

Place: New Delhi
Date: 23rd April, 2021

Note on Material Development

The Annual General Meeting (AGM) for the year ended 31st March, 2019 was due to be held latest by 30th September, 2019. The AGM was not convened and held by the erstwhile management of Company till 20th January, 2020.

In the mean time, the Hon'ble Supreme Court had directed the Union of India to act proactively in the matter and inform the court on the steps which it initiates to replace the existing management by the independent group of directors who can fulfil the mandate and responsibility of attending the concerns of home buyers and other related issues vide its orders dated 18.12.2019 in the matter of Civil Appeal No. 10856/2016 titled as *Bhupinder Singh v/s Unitech Limited*.

In compliance there to, the Central Government, (Ministry of Corporate Affairs) proposed the constitution of a independent Board of Directors which was approved by the Hon'ble Supreme Court vide its order dated 20.01.2020 passed in Civil Appeal No. 10856/2016. The Hon'ble Supreme Court also directed the supersession of the erstwhile management/ Board of Directors of the Company vide its orders *ibid*. The Ministry of Corporate Affairs, thereafter, issued appointment orders for the Chairman & Managing Director and other Directors vide their letters dated 21.01.2020, 22.01.2020 and 03.02.2020 respectively. The present Board comprises of the following Directors:

Sr. No.	Name	Designation
1	Shri Yudhvir Singh Malik	Chairman & Managing Director
2	Shri Anoop Kumar Mittal	Director
3	Smt. Renu Sud Karnad	Director
4	Shri Jitu Virwani	Director
5	Shri Niranjana L. Hiranandani	Director
6	Dr. Girish Kumar Ahuja	Director
7	Shri B. Sriram	Director
8	Shri Prabhakar Singh	Director

Accordingly, the erstwhile management has been replaced by the new management w.e.f. 21.01.2020.

As the erstwhile management has been superseded and the newly appointed Board of Directors has taken over the management and control of the Unitech Group, the item pertaining to appointment or re-appointment of erstwhile Director(s) has not been proposed in the notice of this Annual General Meeting.

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), through Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and a General Circular No. 02/2021 dated 13th January, 2021 in continuation of Circular No. 20/2020 (collectively referred to as "MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India ('SEBI') have permitted the holding of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with physical presence of the Members at a common venue.
2. In terms of the said MCA and SEBI Circulars, the 48th Annual General Meeting (AGM) of the Members of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, the Members can attend and participate in the AGM through VC/OAVM facility provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the proxy form and attendance slips are not annexed to this notice.
4. Members are requested to:-
 - (i) Quote their Folio / Client ID & DPID Nos. in all correspondence with the Registrar and Share Transfer Agent (RTA) / Company.
 - (ii) Register their e-mail IDs/ PAN/ Bank Account Details with RTA/ Company/ respective Depository Participants (DP).
 - (iii) Note that in case of joint holders attending the meeting, only such joint holder whose name is first in the Register of Members will be entitled to vote.
5. 23rd April, 2021 has been fixed as the Cut-off date for the purpose of ascertaining the entitlement of Members for sending Annual Report and other related documents for the year ended 31st March, 2019.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Monday, 17th day of May, 2021 to Monday, 24th day of May, 2021** (both days inclusive) for the purpose of 48th AGM. As per Regulation 40 of SEBI Listing Regulations and NSE Circular No. NSE/CML/2020/38 dated 3rd December, 2020 and BSE Circular No. LIST/COMP/31/2018-19 dated 3rd December, 2018 requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository i.e. NSDL or CDSL except in case of transmission or transposition of securities w.e.f. 1st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their shareholding in dematerialized form. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, failing which the de-mat account would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat account.
7. Members holding shares in physical form are requested to submit their PAN and Bank details to the Registrar and Share Transfer Agent (RTA) of the Company. Members holding shares in physical form are requested to convert their shareholding in dematerialized form. Members may contact the Company or Company's Registrar and Share Transfer Agent (RTA), M/s Alankit Assignments Limited, for any assistance in this regard.
8. Pursuant to section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ de-mat form, the nomination details may be updated with the respective Depository Participant (DP).
9. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which were not encashed/claimed by the Member(s) for a period of seven consecutive years, have been transferred to the Investor Education and Protection Fund (IEPF) Authority. The shares in respect of which dividend have not been claimed for seven consecutive years have also been transferred to the de-mat account of IEPF Authority. The details of shares transferred to the IEPF Authority are available at the website of the Company. The Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the Authority by following the refund procedure.
10. In compliance with the aforesaid MCA & SEBI Circulars, the notice calling the AGM for the financial year 2018-19 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or with the Depository Participant(s). The notice of AGM, circulated to the Members of the Company, will also be made

available on the Company's website. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and the AGM Notice is also available at the website of NSDL i.e. www.evoting.nsdl.com.

11. Manner of registering/updating email addresses:

- (i) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by sending scanned copy of the request letter with details of folio number and attaching a self-attested copy of PAN card & Aadhar Card/ Election Identity Card at share.dept@unitechgroup.com with a copy marked to RTA at rta@alankit.com.
- (ii) Members holding shares in dematerialised mode, are requested to register/update their email addresses with the Depository Participants with whom they maintain their demat account.

12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM.

13. Since the AGM will be held through VC/ OAVM, the route map is not annexed in this Notice.

14. Mr. Manoj Kumar Mandal, Proprietor of M/s M.K. Mandal & Associates, Company Secretaries (Certificate of Practice No. 4968) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

15. The Chairman shall, at the 48th AGM, allow voting with the assistance of Scrutinizer, by use of electronic mode for all those Members who will attend the said meeting via VC/ OAVM but have not cast their votes through remote e-voting facility.

16. The Scrutinizer shall, after the conclusion of the meeting, process & prepare the result after unblocking the votes cast through remote e-voting. The Scrutinizer shall submit a consolidated report of the votes cast in favour or against, if any, not later than 48 hours of conclusion of the meeting to the Chairman or a person authorized, who shall countersign the same. The Chairman or any person authorized by him shall declare the results of voting forthwith.

17. The result declared alongwith the report of the Scrutinizer shall be placed at the website of the Company and the website of e-voting agency at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him. The result shall also be forwarded to BSE Limited and National Stock Exchange of India Limited.

18. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 48th Annual General Meeting.

19. Members desirous of seeking/ obtaining any information/ clarifications concerning the accounts and operations of the Company or intending to express their views or raise any query are requested to write to the Company from their registered email address on or before 14th May, 2021, mentioning their name, de-mat account number/folio number, PAN, email id and mobile number at share.dept@unitechgroup.com. The same will be replied by the Company suitably. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM. It is requested to raise the queries precisely and in short to enable the Company to answer the same.

20. Instructions for e-voting and joining the 48th AGM

- i) pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, 2015, the Members are provided with facility to cast their vote electronically, through the e-voting services provided by NSDL on resolutions proposed to be considered at the 48th Annual General Meeting (AGM).
- ii) The remote e-voting period commences at **9.00 a.m. (IST) on Friday, 21st May, 2021 and ends on Sunday, 23rd May, 2021 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Monday the 17th day of May, 2021 may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii) The facility for voting through remote e-voting shall be made available during the conduct of 48th AGM via VC / OAVM and the Members attending the meeting via VC/ OAVM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. The procedure for e-voting on the day of AGM is same as for remote e-voting.
- iv) The Members who have cast their vote by remote e-voting prior to the 48th AGM may also attend/ participate in the 48th AGM but shall not be entitled to cast their vote again.
- v) The voting rights shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- vi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice electronically or whose email id is not registered with the Company / RTA / Respective DP and holding shares as on the cut-off date i.e. 17th May 2021, may obtain the login ID and password by sending, before commencement of e-voting, a request at evoting@nsdl.co.in with a copy marked to RTA rta@alankit.com.
- vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date for e-voting shall be entitled to avail the facility of remote e-voting or voting at the 48th AGM electronically. A person who is not a Member as on cut-off date should treat this notice for information purpose only.
- viii) The detail of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-voting website

- 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. De-mat (NSDL or CDSL) or Physical.		Your User ID is:
(a)	For Members who hold shares in de-mat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b)	For Members who hold shares in de-mat account with CDSL.	16 Digit Beneficiary ID 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
(c)	For Members holding shares in physical form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'
 - If your email ID is registered in your De-mat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - Process for those Members whose e-mail ids are not registered with the depositories/ RTA/ Company, for procuring user id and password and registration of e-mail ids, please send a request, before commencement of remote e-voting:
 - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) by sending email to rta@alankit.com with a copy marked to share.dept@unitechgroup.com.
 - In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by sending email to rta@alankit.com with a copy marked to share.dept@unitechgroup.com.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your De-mat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "**Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your De-mat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use OTP (One Time Password) base login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for Members for E-voting on the day of AGM are as under

1. The procedure for e-voting on the day of AGM is same as the instruction mentioned for e-voting
2. Only those Members who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system at the AGM.
3. The Members who have voted through remote e-voting will be eligible to attend the AGM but shall not be eligible for voting in the AGM

General Guidelines for Members:

1. Institutional/Corporate Members (i.e. other than individuals / HUF / NRI etc.) intending their authorized representative(s) to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting are requested to send a certified copy of the board resolution to the Scrutiniser by e-mail through its registered e-mail address at mandalmk@gmail.com with a copy marked at evoting@nsdl.co.in (e-voting agency).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

General Instructions for Members for attending the AGM through VC/OAVM are as under :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the meeting through Laptops for better experience.
3. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid sudden faults.



unitech

ANNUAL REPORT
2018-19

CORPORATE INFORMATION

Executive Chairman

Mr. Ramesh Chandra

Managing Directors

Mr. Ajay Chandra

Mr. Sanjay Chandra

Independent Directors

Mr. Sunil Rekhi

Mr. Chanderkant Jain[#]

Mr. Virender Kumar Bhutani

Ms. Hemangi Dhir^{##}

Vice President & Chief Financial Officer

Mr. Deepak Kumar Tyagi

Dy. General Manager & Company Secretary

Mr. Rishi Dev

Auditors

M/s R. Nagpal Associates

UNITECH LIMITED

CIN: L74899DL1971PLC009720

Registered Office

Basement, 6, Community Centre,
Saket, New Delhi-110017

Tel.: +91-11-26857338

Corporate Office

1306-1308, 13th Floor,
Tower B, Signature Towers,
South City-1, Gurugram-122007

Tel.: +91-124-4726860

Fax: +91-124-2383332

E-mail for Members:

share.dept@unitechgroup.com

Website: www.unitechgroup.com

#Ceased w.e.f. 31st July 2018 | ##Appointed w.e.f. 3rd October 2018

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BOARD REPORT

Dear Members,

Your Company's Directors are pleased to present the 48th Annual Report and the Audited Financial Statements of the Company for the year ended 31st March, 2019.

FINANCIAL RESULTS

The Financial Performance of the Company for the year ended 31st March, 2019 is summarized below:

(Amount in ₹ Crore)

	2018-19		2017-18	
Revenue from Operations including other income	534.56	534.56	1272.35	1272.35
<i>Less: Expenses</i>				
Construction & Real Estate Project Expenditure	408.77		614.74	
Cost of Land Sold	111.59		157.39	
Changes in inventories of finished goods, work-in-progress and stock-in-trade	3.37		157.27	
Employee Benefits expense	57.69		69.43	
Finance Costs	426.81		241.61	
Depreciation and Amortization Expenses	1.66		3.26	
Other Expenses	174.27		218.42	
Total Expenses		1184.17		1462.12
Profit / (Loss) before Tax and Exceptional Items		(649.61)		(189.77)
<i>Less: Exceptional Items</i>		68.79		60.86
Profit / (Loss) before Tax		(718.40)		250.64
<i>Less: Tax Expense</i>				
i) Current		-		-
ii) Deferred Tax (Net)		(55.55)		(6.38)
Adjustment of Tax of earlier years				
Income Tax	4.47		(25.79)	
Profit / (Loss) after Tax		(667.32)		(218.47)
Other Comprehensive Income				
i) Items that will not be reclassified to Profit & Loss	(62.34)		(27.74)	
ii) Income Tax relating to items that will not be reclassified to Profit & Loss	14.43		6.11	
Total Comprehensive Income for the year		(715.23)		(240.10)

There were no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the Financial Statements relate and the date of report, other than the ones already provided or stated in the Financial Statements.

FINANCIAL HIGHLIGHTS AND STATE OF COMPANY AFFAIRS

The total income of the Company for the year under review is ₹ 534.56 Crore. The Loss before tax stood at ₹ 718.40 crore and Loss after tax stood at ₹ 667.32 Crore. On consolidated basis, the total income stands at ₹ 1,371.04 Crore. The consolidated loss before tax stood at ₹ 833.75 crore and loss after tax stood at ₹ 790.83 Crore.

On consolidated basis, the real estate and related division contributed ₹ 633.58 crore in the revenues of the Company, whereas the contribution from the Property Management business was ₹ 211.38 crore and from the Transmission Towers business was ₹ 467.56 Crore. Hospitality and other segments contributed the balance revenues of ₹ 24.95 Crore.

KEY HIGHLIGHTS OF THE BUSINESS AND OPERATIONS

During the year under review, there was no change in the nature of business of the Company. Some of the key highlights pertaining to the business and operations for the year under review are provided in the Report on Management Discussion and Analysis forming part of this Report.

DIVIDEND

As your Company has incurred a net loss during the year under review, your Directors have not recommended any dividend for the year ended 31st March, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, for the year under review, as stipulated under Regulation 34 & Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"] is given separately and forming part of this Report.

BOARD REPORT

REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance along with a Certificate from M/s DR Associates, Company Secretaries (CP No. 714) confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations forms part of this report.

CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of the Company, its subsidiaries, associates and joint ventures provided in the Annual Report are prepared in accordance with the provisions of the Companies Act, 2013 ("the Act") read with Ind AS 110 - 'Consolidated Financial Statements' read with Ind AS 28 - 'Investment in Associates' and Ind AS 31 - 'Interest in Joint Ventures'.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Pursuant to first proviso to Section 129(3) of the Act, a statement, containing salient features of financial statements of Company's subsidiaries, joint ventures and associates (in Form AOC-1), is attached to the financial statements. The said statement describes the performance and financial position of each of Company's subsidiaries, joint ventures and associates. The policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: <http://www.unitechgroup.com/investor-relations/corporate-governance.asp>.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 as required under Section 92 (3) of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as **Annexure-I** to this report.

KEY MANAGERIAL PERSONNEL (KMP)

In compliance with the provisions of Section 203 of the Companies Act, 2013, the following Executive Directors and Officials of the Company are designated as the Key Managerial Personnel of the Company:

Name	Designation
Mr. Ramesh Chandra	Executive Chairman
Mr. Sanjay Chandra	Managing Director
Mr. Ajay Chandra	Managing Director
Mr. Deepak Kumar Tyagi	Vice President & Chief Financial Officer
Mr. Rishi Dev	DGM & Company Secretary

DIRECTORS

In accordance with the provisions of Section 152 of the Act and rules made there under, Mr. Ajay Chandra, Managing Director (DIN:00004234), will be retired by rotation at the ensuing Annual General Meeting and details of his re-appointment would be mentioned in the notice of Annual General Meeting.

The details of programmes on familiarization of Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the Company's website under web link <http://www.unitechgroup.com/investor-relations/corporate-governance.asp>. During the year under review, two such programmes were held which were attended by Independent Directors.

During the year under review, nine meetings of the Board of Directors were held. The intervening gap between two consecutive meetings was not more than one hundred and twenty days as provided in Section 173 of the Act. The details of meetings are disclosed under Corporate Governance Report forming part of this Report.

BOARD EVALUATION

Pursuant to the provisions of Section 134, 149 & Schedule IV of the Act and Regulation 17(10) of the Listing Regulations, annual performance evaluation of the Directors as well as of the various committees of the Board has been duly carried out.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman & Non Independent Directors was carried out by the Independent Directors at their properly convened meeting. The performance evaluation of the various Committees of Directors was carried out by the Board.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy containing criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for the Directors, Key Managerial Personnel and Senior Management personnel of the Company are disclosed at website of the Company.

BOARD REPORT

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134 (3) (c) of the Act, the Directors confirm that:

in the preparation of the annual accounts for the year ended 31st March 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- the Directors had selected such accounting policies and applied them consistently and made 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 as at March 31, 2019 and of the loss of the Company for the year ended on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL FOR FINANCIAL STATEMENTS

Unitech has adequate system of internal controls commensurate with the size of its operation and business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

The Company adopts the appropriate internal financial controls to establish reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with the generally accepted

accounting principles. All financial and audit control systems are also reviewed by the Audit Committee and Board of Directors of the Company on periodic basis.

AUDIT COMMITTEE

The composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) were appointed, in the Annual General Meeting held on 12th September 2016, for a term of consecutive five years from the conclusion of 45th Annual General Meeting till the Conclusion of 50th Annual General Meeting.

Auditors' Report

- A) The Auditors' in their Report to the members, have given nine disclaimer of opinions and the response of your Directors with respect to it are as follows:-

Response to Point (1)

The Company has written a letter to GNIDA, wherein it has stated that the cancellation of the lease deed is wrong, unjust and arbitrary. The Company has also described steps taken for implementation of the project, valid business reasons due to delays till date. Further, the Company had also proposed that in view of the fact that third party interests have been created by the Company in the allotted land, by allotting plots to different allottees, in the interest of such allottees, GNIDA may allow the Company to retain an area of approximately 25 acres out of the total allotted land of approx. 100 acres and that the amount paid by the Company till date may be adjusted against the price of the land of 25 acres and remaining surplus amount may be adjusted towards dues of other projects of the Company under GNIDA. The company has been informed during the meeting held with GNIIDA officials, that the authority will revoke the cancellation of the lease deed of the said plot, and shall reinstate the land position as it was before.

The Management is reasonably sure that its stand shall be vindicated in the court of law and there shall be no adverse impact as such.