



INFRAPROJECTS LIMITED

ANNUAL REPORT
2015-16

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BOARD OF DIRECTORS**Chairman & Managing Director**

Kishore K Avarsekar

Vice Chairman & Managing Director

Abhijit K Avarsekar

Independent Director

Girish Gokhale

Chaitanya Joshi

Dinesh Joshi

Woman Director

Mrs. Vidya P Avarsekar

GROUP COMPANY SECRETARY AND HEAD- LEGAL

Prakash Chavan

CHIEF FINANCIAL OFFICER

Madhav Nadkarni

COMMITTEES OF THE BOARD**Audit Committee**

Dinesh Joshi : Chairman

Girish Gokhale

Chaitanya Joshi

Abhijit K Avarsekar

Nomination & Remuneration Committee

Girish Gokhale : Chairman

Dinesh Joshi

Chaitanya Joshi

Stakeholders Relationship Committee

Girish Gokhale : Chairman

Kishore K Avarsekar

Abhijit K Avarsekar

Corporate Social Responsibility Committee

Girish Gokhale : Chairman

Kishore K Avarsekar

Abhijit K Avarsekar

STATUTORY AUDITORS**M/s. C. B Chhajer & Co.**

DGP House, Ground Floor,

88-C, Old Prabhadevi Road,

Mumbai - 400 025.

SECRETARIAL AUDITORS**M/s. Snehal Raikar & Co.**

Company Secretaries

CP No. 12405

403, Gorai Disha CHS.,

Plot No.: 50 L. T. Road

Borivali (West),

Mumbai - 400 092

REGISTERED & CORPORATE OFFICE

1252, Pushpanjali Apartments,

Old Prabhadevi Road,

Prabhadevi

Mumbai - 400 025

STOCK CODE

BSE : 532746

NSE : UNITY

REGISTRAR & SHARE TRANSFER AGENT

Link Intime (India) Pvt. Ltd.

C- 13, Pannalal Silk Mills Compound,

L B S Marg, Bhandup (W),

Mumbai- 400 078

INTERNAL AUDITORS**M/s.H.Y.Pancha & Associates**

Chartered Accountants

Regd. No.107273W

313, Janmabhoomi Chambers,

W. H. Marg,

Ballard Estate,

Mumbai- 400 001

ISIN

INE466H01028

CIN

L99999MH1997PLC107153

LIST OF BANKERS:

- 1) State Bank of India
- 2) State Bank of Patiala
- 3) State Bank of Mysore
- 4) Corporation Bank
- 5) Central Bank of India
- 6) Indian Bank
- 7) Bank of Baroda
- 8) Allahabad Bank
- 9) Bank of Maharashtra
- 10) Dena Bank
- 11) Union Bank of India
- 12) ICICI Bank Ltd.
- 13) IDBI Bank Ltd.
- 14) Axis Bank Ltd.
- 15) IndusInd Bank
- 16) ING Vysya Bank
- 17) Catholic Syrian Bank Ltd.
- 18) UCO Bank
- 19) Indian Overseas Bank
- 20) L & T Infrastructure Finance Co. Ltd.
- 21) Abhyudaya Co-op. Bank Ltd,
- 22) Standard Chartered Bank

CHAIRMAN'S STATEMENT

Dear Shareholders, Ladies and Gentlemen

At the outset I welcome you all on behalf of Board of Directors, the Management and the Employees of the Company.

Before I begin my speech, I would like you all to join me in a moment of silence for Mr. Anil Joshi, an Independent Director of the Company for 9 years, who left for heavenly abode on 16th November, 2015. This is truly a great loss of UNITY and will be profoundly missed by everyone whose lives he touched. May his soul rest in peace.

It's indeed a pleasure to welcome all of you this morning and to apprise you of your Company's performance during the year gone by and the prospects for the year ahead. The year 2015 saw the global economy trapped in a low growth trajectory. The IMF projects global growth to inch up from 3.1% in 2015 to 3.5% in 2017. Growth in the advanced economies is projected at 1.9% in 2016, with US growth pegged at 2.4%, Europe at 1.5% and Japan at 0.5%. Growth in the emerging markets in 2016 is projected at 4.1%, much of it coming from China, India and the ASIAN region. Consequent to the UK Government's decision to leave the European Union, the IMF sees a near-term risk in global economy arising mainly from macro-economic and financial market impact. The direct impact on trade with India would depend on the re-negotiation of bilateral and multilateral trade agreements between UK and India, and by currency competitiveness. I believe, the overall impact may not be highly significant in so far as it relates to India.

Among all the developing economies globally, India was indeed an exception, with growth at 6.3%. Given the robust macro-economic indicators, decline in commodity prices and a thrust on fiscally prudent Government policies, India is positioned to weather global volatility even with modest growth acceleration. Consumption is expected to rise on many counts.

Firstly, the Government's impetus on infrastructure development and allied sectors.

Second, the implementation of the recommendations of 7th Central Pay Commission on pay and pension benefits.

Thirdly, the prediction of a good monsoon in 2016, should drive growth in the agriculture sector, and help revive rural demand. These will spur the investment cycle and bolster economic growth.

Industry Outlook

A key request of the construction industry for a long time has been a substantive change to the dispute

resolution mechanism seeking payment of awarded amounts on completion of an arbitration and appealing against the same only in exceptional circumstances rather than as a rule. Another key request has been to ensure that all land is made available before award of projects so that works proceed speedily and disputes relating to idling are eliminated. Both these requests, if actioned, will bring about a tangible, qualitative change in the manner in which projects are executed and infrastructure is created in India, the benefits of which will be seen within the short to medium term. The ambitious GDP growth and job creation targets set by the present Government will then be a reality. The economies globally are facing their own challenges characterised by rapidly changing geo-political environment and volatility in currency. With growth in China substantially declining and the European economies, barring a few exceptions, yet to come out of the slump, the upturn being witnessed in the U.S. economy offers hope, going forward.

Year at a Glance

2015 was another challenging year for EPC companies as also for infrastructure developers, owners and operators and your Company was no exception. The Indian economy continued to face troubled times with the depreciating rupee, high inflation and endemic liquidity problems. The falling price of oil in the world markets towards the end of the year was the only cause for cheer but was limited in its overall impact. Order intake remains sluggish, since many of the stalled projects are yet to be kick-started. Projects already awarded are generally progressing slowly due to various continuing problems on ground, which remain unresolved over the years leading to cost escalations which remain unpaid. All these factors combined, have led to a vicious cycle culminating in a pile up of debt or corporate debt restructuring and high consequential costs for the construction industry.

Your Company is presently under a Corporate Debt Restructuring which was approved by lenders in December 2014. However, the sanction of CDR Package, post the referral to CDR forum, and consequent release of additional exposure under CDR Package happened with delay which resulted in further delay in completion of the balance project. The delay in release of working capital facilities had impacted the cash flow generation of the Company. Further, the Company is still to get the entire sanctioned of the working capital facility

During the period under review, the Turnover of the Company on a standalone basis stood at Rs. 226.14 Crore, as compared to Rs. 771.5 Crore during the previous year. The Company posted a Net Loss after Tax of Rs. 554.57 Crore during the year ended 31st

March, 2016, as against a Net Loss after Tax of Rs. 340.06 Crore during the previous year ended 31st March, 2015.

On a Consolidated basis, the Turnover of Unity Group stood at Rs. 324.84 Crore as compared to Rs. 1098.07 Crore for the previous year. The Group posted a Net Loss after Tax of Rs. 651.12 Crore during the year ended 31st March, 2016, as against a Net Loss after Tax of Rs. 341.71 Crore during the previous year ended 31st March, 2015. Our order book in hand is a healthy' 1589.13 crore.

Corporate Governance

We understand that conducting business in a socially responsible manner is paramount and the Group continues to support the sustainable development of our community through initiatives aimed at creating a positive impact in the local geographies where we operate. Your company has always followed the best Corporate Governance practices which is the key for achieving its long term goals. It believes that the guiding principles of Corporate Governance framework should be based upon compliance of Law/regulations in letter and spirit, adopting transparent systems, safeguarding the interest of its stakeholders and creating an environment of trust and confidence by means of transparent and timely disclosure of information. We believe in conducting fair business and respect the needs of our community and all our stakeholders.

New Ray of Light

A lot of hopes were pinned on the new Government at the Centre to bring about much needed policy

initiatives and systemic changes which alone would have brought the required equilibrium followed by growth trajectory. Regrettably, these have not so far been rolled out with the required speed and the problems are festering. For companies already in corporate debt restructuring, a turnaround in this situation is extremely challenging and calls for an urgent re-look of the relevant rules relating to CDR in the interest of stakeholders.

Acknowledgement

We greatly value the support of the Government of India, State Governments, and other statutory authorities for their collaborative and enduring relationship.

On behalf of my colleagues on Board, I wish to express our sincere thanks to the Banking fraternity, and all the stakeholders who stood by us during testing times.

I deeply appreciate all our work force for their resilience and continued support and trust. I also take this opportunity to thank my Board colleagues for their valuable guidance.

Finally, on behalf of the Board of Directors and the entire workforce of your company, I would like to thank YOU, our shareholders for your enduring support and patronage. I conclude here, with a special vote of thanks to each one of you and assure you of our very best efforts, always.

With Best Regards

Kishore K Avarsekar

Chairman and Managing Director

VICE-CHAIRMAN'S STATEMENT

The global economic slowdown and issue on the domestic front have posed several challenges. The macro-economic environment is facing a slow growth trend. It has further deteriorated and year 2015 was another challenging year for EPC companies and your Company was no exception. The Indian economy continued to face troubled times with the depreciating rupee, high inflation and endemic liquidity problems. Policy indecisiveness, scarce financial resources, inflationary pressures, project delays due to unexpected developments, bureaucratic hurdles and other similar factors continued to create innumerable difficulties to both the sector and the Company.

The infrastructure segment continued to be sluggish due to policy inaction and liquidity constraints. Project execution continued to be slow due to delays in funding. Interest and Finance costs continued to be high. The backlog at stalled project sites created due to severe liquidity crisis continued to adversely affect project execution.

The lack of liquidity in the system is further creating new rounds of delays in execution for want of working capital, slow decision making due to regulatory issues, investigation, and judicial intervention has led to situation, where thousands of crores have got stuck. Companies that have increased their overheads in view of anticipated government projects are in losses. This situation could lead to some of the construction companies getting wiped out.

Debt-ridden infrastructure companies have been barred from bidding for projects worth over Rs 25,000 crore by government agencies in seven states -Tamil Nadu, Karnataka, Andhra Pradesh, Rajasthan, Gujarat, Uttar Pradesh and Delhi -igniting fear in the industry that the practice may become widespread.

Infrastructure companies that are in CDR or have stressed financial condition are finding it difficult to get credit. While government agencies need to be cautious, putting a blanket ban on them would not be positive for the sector's development. CDR involves lenders agreeing to a reduction in interest and a

moratorium on repayments in exchange for adhering to stringent conditions. Borrowers are restricted from entering new business areas or expanding the existing business.

The approval of CDR package by the Lenders shows their faith in the company's business model. Corporate Debt Restructuring (CDR) Package sanctioned to the Company in December 2014. The Company has created all the securities as per CDR LOA during the year under review. However, the sanction of CDR Package, post the referral to CDR forum, and consequent release of only part of additional exposure under CDR Package happened with delay which resulted in further delay in completion of the balance project. Without financial support of Lenders, execution of any infrastructure project is not possible.

During the year, Avarsekar & Sons Private Limited, a Promoter Group Company infused equity aggregating to Rs 72.71 crores and Interest on FITL for the period from 1st January, 2014 to 31st March, 2016 aggregating to Rs. 56,05,44,918/- converted into equity. The Board of Directors allotted 2,64,20,784 and 2,03,68,638 equity shares of Rs 2/- each fully paid up at a price of Rs. 27.52 per share to ASPL and Lenders respectively. The equity share capital of the Company was enhanced from Rs 14,81,74,760/- to Rs 24,17,53,604/-.

We need systemic changes to ensure that companies can take on new projects and have credit available. Given the tough environment, we need to operate on several fronts and to accelerate project implementation and cut delays. We hope the tight financial situation will improve in course of period to come.

Before I conclude let me assure you that with your unstinting support and the commitment and energy of our employees, we shall meet the challenges ahead and enable the Company to successfully back on its track.

Abhijit K Avarsekar

Vice Chairman & Managing Director & CEO

DIRECTORS' REPORT

Dear Stakeholders,

The Directors have pleasure in presenting their 19th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

1. GENERAL OUTLOOK OF INDUSTRY AND ECONOMY AND FINANCIAL PERFORMANCE:

During the year under review, the Company has been facing tight liquidity position arising out of overall deceleration in the economy, lower industrial growth, delayed or indecisions at various governments clients' level affecting the project progress and project variations. The liquidity crisis arising out of delayed and withheld payments resulted in higher debts. This necessitated re-assessment of jobs considering the delays in project execution on account of funding difficulty. Many of the jobs turned negative on increased costs due to time and cost overruns on account of unfavorable working capital cycle arising out of increased inventory and outstanding receivables, which in accordance with Accounting Standard 7 required upfront recognition of the project loss. The company is making all measures to overcome those constraints by either terminating or forclosure of the contracts, speeding up the execution of works which are on the verge of completion, making claims and claiming cost escalation or cost overruns wherever the contract agreements permits etc

With a new and progressive government at the Centre, the situation is likely to improve. With the Government's helping hand and positive attitude, we look forward to a phased economic revival and boosting of business confidence due to hard policy decisions. We are hoping the government will come up with a clear cut road-map for implementing the policies.

During the period under review, the Turnover of the Company on a Standalone basis stood at Rs. 226.14 Crore, as compared to Rs. 771.5 Crore during the previous year. The Company posted a Net Loss after Tax of Rs. 554.57 Crore during the year ended 31st March, 2016 as against a Net Loss After Tax of Rs. 340.06 Crore during the previous year ended 31st March, 2015.

On a Consolidated basis, the Turnover of Group stood at Rs. 324.84 Crore as compared to Rs. 1098.07 Crore for the previous year. The Group posted a Net Loss after Tax of Rs. 554.57 Crore during the year ended 31st March, 2016, as against a Net Loss After Tax of Rs. 341.71 Crore

during the previous year ended 31st March, 2015.

The Order book as on 31st March, 2016 stood at Rs. 1589.13 Crore

2. DIVIDEND:

Your Directors have not recommended any dividend for the financial year ended 31st March, 2016 in view of the losses incurred and need to conserve resources of the Company. The Company is also required to seek prior approval of the Lenders for declaration of dividend, in terms of the Corporate Debts Restructuring Package.

3. OPERATIONS:

It is pertinent to note that completion of on-going projects have been funded by the Corporate Debt Restructuring (CDR) Package sanctioned to the Company in December 2014. However, the sanction of CDR Package, post the referral to CDR forum, and consequent release of part of additional exposure under CDR Package happened with delay which resulted in further delay in completion of the balance project. The delay in release of working capital facilities had impacted the cash flow generation of the Company.

The financial closure of three projects was done by the Company. The documents for the same were executed in the year 2013-14. But, subsequent to the execution of the documents, some of the lenders of Consortium of Bank has backed out from the financial closure. No new lender had shown interest in the project. One of the Road project has been foreclosed by the NHAI and other is likely to be terminated.

Under the CDR Package, further funds in the form of equity/preference shares/unsecured loan etc., has been infused by the promoters and also the Company is seeking potential investment sources.

4. SHARE CAPITAL:

During the period under review there is no change in the Authorised Capital of the Company. The Authorised Share Capital is Rs. 35 Crore.

In terms of CDR Package and CDR LOA dated 26.12.2014, the Promoter/Promoter Group Company, was required to make contribution by way of equity and/or unsecured (subordinate) loans of Rs.72.71 crores. Avarsekar & Sons Private Limited, a Promoter Group Company brought in the said contribution against which 2,64,20,784 equity shares of Rs.2/- each fully paid up at a price of Rs. 27.52 per share were

allotted to ASPL. Till 31st March, 2016, 2,03,68,638 equity shares of Rs 2/- each fully paid up at a price of Rs. 27.52 per share were allotted to CDR Lenders against conversion of interest on FITL for the period from 1st January, 2014 to 31st March, 2016 aggregating to Rs.56,05,44,918/-. The equity share capital of the Company was enhanced from Rs 14,81,74,760/- to Rs 24,17,53,604/-.

The equity shares were later admitted for listing and trading on both the stock exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company has not issued any shares with differential voting rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

5. MANAGEMENT DISCUSSION AND ANALYSIS:

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management's Discussion and Analysis is set out in a separate section forming part of the Annual Report attached herewith as **Annexure A**. Certain statements in the said report may be forward looking, Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

6. SUBSIDIARIES AND CONSOLIDATED FINANCIAL STATEMENTS:

As on March 31, 2016 your Company has 8 direct Subsidiaries, 9 step down Subsidiaries and 11 Associate Companies. There has been no material change in the nature of the business of the Company and its subsidiaries.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.unityinfra.com.

A statement containing salient features of the financial statements of these companies as required to be provided under section 129(3) of the Act, are enclosed herewith in the specified form, as **Annexure B**. Accordingly, this annual report does not contain the reports and other statements of the subsidiary companies. Any member intends to have a certified copy of the Balance Sheet and other financial statements of

these subsidiaries may write to the Company Secretary. These documents are available for inspection during business hours at the registered office of the Company and that of the respective subsidiary companies.

7. DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP):

7.1 Appointments by rotation

In accordance with the provisions of the Companies Act, 2013 read with the Articles of Association of the Company and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr.Chaitanya Joshi and Mr. Dinesh Joshi, Directors of the Company will retire by rotation at this meeting and being eligible, your Board recommends their re- appointment. Details of the directors seeking re-appointment at this meeting have been given in the notice of the meeting.

7.2 Key Managerial Personnel:

Mr. Kishore K Avarsekar Chairman and Managing Directors ,Mr.Abhijit K. Avarsekar , Vice Chairman and Managing Director & Chief Executive Officer (CEO), Mr. Madhav G. Nadkarni Chief Financial Officer and Mr.Prakash B. Chavan, Group Company Secretary and Head - Legal are Key Managerial Personnel of the Company.

8. MEETING OF THE BOARD :

Eight (8) Board Meetings were held during the financial year ended 31st March, 2016. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

9. INDEPENDENT DIRECTORS:

The Independent Directors of the Company have given the declaration to the Company that they meet the criteria of independence as provided in of Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Listing Agreement with the Stock Exchanges.

An exclusive meeting of the Independent Directors of the Company has been held on 12th February, 2016 which was attended by all the Independent Directors. They have reviewed the performance of the non-independent directors and the Board as a whole, performance of chairperson and quality of information to the Board as provided under Schedule IV of the Companies Act, 2013.

The Company has adopted a program on familiarisation of Independent Directors with the

Company, their roles, rights, responsibilities in the Company, nature of business and the industry in which the Company operates among other things.

10. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

The following were the Evaluation Criteria:

- (a) For Independent Directors:
 - Knowledge and Skills
 - Professional conduct
 - Duties, Role and functions
- (b) For Executive Directors:
 - Performance as Team Leader/ Members
 - Evaluating Business Opportunity and analysis of Risk Reward Scenarios
 - Key set Goals/KRA and achievements
 - Professional Conduct and Integrity
 - Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

11. AUDIT COMMITTEE:

The Audit Committee re-constituted w.e.f. 3.12.2015 which consists of Mr. Abhijit K Avarsekar Vice Chairman and Managing Director and all Independent Directors with Mr. Dinesh Joshi as Chairman and Mr. Girish Gokhale, Mr. Chaitanya Joshi (w.e.f. 31st July, 2015) as members. The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors and Compliance of various regulations. The Committee also reviews at length the financial statements before they are placed before the Board.

12. VIGIL MECHANISM:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and other stakeholders to report genuine concerns has been established.

The same is also uploaded on the website of the Company.

13. INTERNAL CONTROL SYSTEMS:

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organisation's pace of growth and increasing complexity of operations. The internal auditors team carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

14. CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility (CSR) is not a new term for UNITY. K K Group of Companies has been carrying out CSR activities since 2010 and focusing on three major areas – Education, Healthcare and Rural Development. During the year 2011 the Company has incorporated a separate entity under section 25 of the Companies Act, 1956 in the name of UNITY CSR Foundation.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the financial year ended 31st March, 2016 in the format prescribed under Rule 9 of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure C**.

Since, there are no average net profits for the Company during the previous three financial years, there are no specific funds that are required to be set aside and spent by the Company during the year under review. But the Company arrange funds to continued the on-going CSR projects undertaken by the Company. Members can access the CSR Policy on the website.M

15. POLICY ON NOMINATION AND REMUNERATION:

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Corporate Governance Report.

16. RELATED PARTY TRANSACTIONS:

Related party transactions that were entered into during the financial year were on arm's length

basis and were in ordinary course of business and were within the limits and terms and conditions approved by the Shareholders of the Company in its Extra-ordinary General Meeting held on 28th February, 2015. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. The policy on Related Party Transactions as approved by the Board of Directors is available on the Company's website i.e. www.unityinfra.com

Prior omnibus approval of the Audit Committee is also sought for transactions which are of a foreseen and repetitive nature.

The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, profitability, legal requirements, liquidity, resources availability etc of related parties. All related party transactions are intended to further the Company's interests.

17. CORPORATE GOVERNANCE:

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The requisite certificate from M/s. Snehal Raikar & Co., Practising Company Secretaries confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Schedule V is attached to the Report on Corporate Governance.

18. FIXED DEPOSITS:

In F.Y. 2015-16, the Company has not accepted/renewed any deposits. As on 31st March, 2016, there were unclaimed deposits amounting to Rs. 2554.64 and interest on deposits amounting to Rs. 92,253.00. There has been no default in repayment of deposits or interest thereon. The Company has repaid entire amount of public deposit as on 31st March, 2015.

19. LISTING OF SHARES:

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 532746 and on the National Stock Exchange of India Limited (NSE) with scrip code of UNITY. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2016-17 have been paid.

20. LOAN, GUARANTEE OR INVESTMENTS:

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section

186 of the Companies Act, 2013 is given as **Annexure E**.

21. AUDITORS:

(a) (i) Statutory Auditors:

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. C. B. Chhajer & Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company till the conclusion of Annual General Meeting for the F. Y. 2016-17, as approved by the members at their 17th Annual General Meeting held on 8th September, 2014.

Further, pursuant to the requirement of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Members are requested to ratify their appointment for the F. Y. 2016-17.

(ii) Consolidated Financial Statements:

The Consolidated Financial Statement does not include financial statement of two associate companies which are not under our control and five loss making joint ventures in which there is no any activities. The major JV partner did not provide required information and as such total assets as on 31st March, 2016 and Total Revenue on that date could not be ascertained.

(b) Secretarial Auditors:

The Board of Directors of the Company appointed M/s. Snehal Raikar & Co., Practising Company Secretaries, Mumbai, to conduct Secretarial Audit for the F.Y. 2016-17 under the provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder. The Secretarial Auditor Report of M/s. Snehal Raikar & Co., Practising Company Secretaries in form MR-3 for the financial year ended 31st March, 2016 is enclosed to this report as **Annexure F**.

The Board in its meeting held on 11th May 2015 on the recommendations of the Audit Committee had approved appointment of M/s. Snehal Raikar & Co., Practising Company Secretaries, as Secretarial Auditor of the Company for audit of the secretarial and related records of the Company for the financial year ending 31st March 2016. The Company has received