

UNITECH INTERNATIONAL LIMITED

CIN: L99999MH1994PLC082810

21st ANNUAL REPORT

2015-16

UNITECH INTERNATIONAL LTD.

BOARD OF DIRECTORS

Mr. Dhruv Desai – Managing Director
Mr. Joseph Mathoor – Non Executive Director
Mr. Grace Jose Mathoor – Non Executive Director
Mr. Thomas Joseph – Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Dhruv Desai – Managing Director

REGISTERED OFFICE:

Office No. 1 & 2, Plot No. 353 A,
Tps-III, Garodia Nagar, 90ft. Rd.,
Opp. Jai Bhandhu Bldg,
Ghatkopar (East), Mumbai – 400 077.

AUDITORS

M/S. S S Agarwal & Co.

Chartered Accountant

Building No. 49/2349,
Sri Satya Sai Krupa CHS Ltd,
Opp. MIG Cricket Club,
Bandra (E), Mumbai - 400 051.

REGISTRAR & TRANSFER AGENTS

System Support Services
209, Shivai Ind Estate, 89,
Andheri Kurla Road,
Saki Naka, Andheri (East),
Mumbai – 400 072.

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NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the **21st Annual General Meeting** of the Members of the Company **Unitech International Limited** will be held on **Friday the 30th September, 2016 at 2:30 P.M.** at the Registered Office of the Company situated at **No. 1 & 2, Plot No.353 A, TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg, Ghatkopar (East), Mumbai – 400 077**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Dhruv Desai (DIN: 00493960), who retires by rotation and being eligible, offers himself for re-appointment;
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, M/s. S S Agarwal & Co., Chartered Accountants, having Membership No.050521, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting upon such terms, conditions and remuneration as may be mutually decided by the Board of Directors of the Company and M/s. S. S. Agarwal & Co., Chartered Accountants.”

By Order of the Board

For Unitech International Limited

Sd/

Dhruv Desai

Managing Director

DIN: 00493960

Date: 12th August, 2016

Place: Mumbai

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DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard – 2)

Name of the Directors	Dhruv Desai
Date of Birth	12/07/1984
Date of First Appointment on the Board	27/02/2003
Experience/ Expertise in specific functional areas	Administration and Marketing
Terms and Conditions of appointment / re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn.	300000
Number of meetings of the Board of Directors attended during the FY 2015-16.	4
*Other Directorships Held	Nil

**Directorship in the Private Limited Companies not considered.*

Registered Office: Office No. 1 & 2, Plot No. 353 A,
TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg,
Ghatkopar (East), Mumbai – 400 077.
CIN: L99999MH1994PLC082810

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
3. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between **11.00 a.m. to 5.00 p.m.** up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **23rd September, 2016 to 30th September, 2016** (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

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9. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **System Support Services**, 209 Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri E, Mumbai, Maharashtra, 400 072, for assistance in this regard.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination in form may contact their depository Participant for recording nomination in respect of their shares.
13. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided

in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.unitechinternational.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: unitech.international1@gmail.com.
17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
18. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **CS Mandar Palav**, Partner of **M/s. DSM & Associates, Company Secretaries**, (Scrutinizer), C- 502, Raylon Arcade, Ram Krishna Mandir Road, Next to Pidilite Industries, Kondivita, Andheri (East), Mumbai – 400 059. Tel/Mob.: 9870089100, **Email: mandar.p@dsmcs.in** so as to reach him on or before Tuesday, 27th September, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
19. Members can request for a Ballot Form at **Unitech International Limited**, Office No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg, Ghatkopar (East), Mumbai – 400 077 or they may also address their request through E-mail to: **unitech.international1@gmail.com**, Contact No.: **022-21022523**.
20. The E-voting period for all items of business contained in this Notice shall commence from **Tuesday the 27th September, 2016 at 9.00 a.m.** and will end on **Thursday, 29th September, 2016 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut off date of **23rd**

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September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **23rd September, 2016**.

21. The board of directors has appointed **CS Mandar Palav**, partner of **M/s. DSM & Associates**, Practicing Company Secretaries (Membership No. **ACS 27695**) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
22. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.
23. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
24. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.
25. **Voting through electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, the **27th September, 2016** at 9.00 a.m. and ends on Thursday the **29th September, 2016** at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Unitech International Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

***By Order of the Board
For Unitech International Limited
Sd/
Dhruv Desai
Managing Director
DIN: 00493960***

Date: 12th August, 2016.

Place: Mumbai.

Registered Office: Office No. 1 & 2, Plot No. 353 A,
TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg,
Ghatkopar (East), Mumbai – 400 077.
CIN: L99999MH1994PLC082810

UNITECH INTERNATIONAL LTD.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

To,
The Members,
Unitech International Limited

Your Directors have pleasure of presenting before you the 21st Annual Report of your Company along with the Audited Accounts of the Company for the financial year ended 31st March 2016. The Management Discussion and Analysis is also included in this report.

1. SUMMARY OF FINANCIAL RESULTS:

The Company's financial performance, for the year ended 31st March, 2016 is summarized below:

PARTICULARS	YEAR ENDED <u>31/03/2016</u>	YEAR ENDED <u>31/03/2015</u>
Total Revenue	Rs.1,25,48,24,36	Rs.91,64,74,909
Profit Before Interest, Depreciation & Tax	Rs.1,74,78,553	Rs.1,43,91,546
Depreciation for the year	Rs.1,00,25,643	Rs .97,87,467
Interest Cost	Rs.74,52,910	Rs.46,04,079
Profit Before Taxation	Rs.32,63,653	Rs.8,41,258
Provision for Income Tax	Rs.(9,15,565)	Nil
Provision for Deferred Tax	Rs.6,02,980	Nil
MAT Credit Entitlement availed	Rs.0	Nil
Profit After Taxation	Rs.29,51,068	Rs.8,41,258
Add: Profit Brought Forward from Previous Year	Nil	Nil
Less: Dividend Including Dividend Distribution Tax	Nil	Nil
Balance carried to Balance Sheet	Nil	Nil

2. OPERATIONS:

The Company has made Profit of Rs.29,51,068/- after taxes, during the financial year. Despite of falling demand and steep drop in prices in global as well as in domestic market, your Company has improved its financial health compare to previous year, by minimizing cost impact, in such challenging conditions. Company has also increase sales during the year due to economies of scale and back to back orders.

Your Directors expects to achieve better performance in the future by taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

During the year under review, owing to the fund requirements for business expansion plans and to conserve the resources, your Directors do not recommend any dividend.

4. TRANSFER TO RESERVES:

During the year under review, no amount from Profit was transferred to General Reserve and Securities Premium Account.

5. ACCEPTANCE OF DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. DIRECTORS:

The Board of Directors of the Company, at present, comprises of all 4 Directors, who have wide and varied experience in different disciplines of corporate functioning. Your Company does not have an optimum composition of Independent Directors as required under Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, due to its weak financial health. However, Company is in search to appoint Independent Directors to seek their expertise in respected fields.

The details are as below:-

Sr. No.	Name of the Director & DIN No.	Designation
1.	Mr. Dhruv Desai DIN No. 00493960	Chairman & Managing Director
2.	Mr. Joseph Mathoor DIN No. 02087812	Non Executive Director
3.	Mr. Grace Jose Mathoor DIN No. 07140028	Non Executive Director
4.	Mr. Thomas Joseph DIN No. 07264096	Independent Director

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

None of the Directors resigned during the financial year 2015 – 2016

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7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:

There are no significant events affecting the financial position between the end of the financial year and date of the Report, except the following:

The Board recommends M/s. S S Agarwal & CO. Chartered Accountants, as statutory auditors of the Company for the year 2016-17 who have also confirmed their appointment shall be within the limits prescribed under Section 141 of the Companies Act, 2013, if appointed.

Necessary Resolutions for their appointment has been proposed for the consideration of the Members of the Company.

Since notes to account are self explanatory, no further explanation is given by the Board as such. The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of section 134(3)(c) of the Companies Act, 2013, the Directors confirm that, to the best of their knowledge and belief:

In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

- a) 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 at the end of the financial year and of the profit and loss of the Company for that period;
- b) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- c) The director had prepared the annual accounts ongoing concern basis; and
- d) The director had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- e) The director had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

9. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company as the Company has posted losses.

10. DISCLOSURE AS PER THE SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014:

a) Extract of Annual Report:

The extract of Annual Report in the Form MGT-9 is annexed to this report as Annexure "1"

b) Declaration by Independent Directors:

The Board has received the declaration from all the Independent Directors as per the Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013.

Company's Policy on Directors appointment and Remuneration:

The Nomination Remuneration and Compensation Committee has put in a place the policy on board diversity for appointment of directors taking into consideration qualification and wide experience of the directors in the fields of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal requirements of the Company.

The remuneration policy of the Company has been so structured in order to match the market trends of the Chemical and Fertilisers industry. The Board in consultation with the Nomination and Remuneration & Compensation Committee decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters as required under Section 178 sub-section 3 of the Companies Act, 2013 is available. We affirm that the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

c) Board Evaluation:

As required under the provisions of Section 134(3)(p) and Regulation 27 of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, and the

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manner in which such performance evaluation was carried out is as under: The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration & Committee has carried out evaluation of director's performance. The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participating constructively and actively in the meetings of the Board /committees of the Board etc.

d) Particulars of Contracts or Arrangements with Related Parties:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no other materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

e) Risk Management Policy:

During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

f) Whistle Blower Policy / Vigil Mechanism:

The Company has established a whistle-blower policy and also established a mechanism for directors and employees to report their concerns.

g) Financial Summary/ Highlights:

The details are spread over in the Annual Report as well as are provided in the beginning of this report.

h) Internal Financial Control System and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit reports are reviewed by Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

i) Conservation Of Energy, Technology Absorption & Foreign Exchange Earning And Outgo:

Particulars, as prescribed under section 134 (3) (m) of the Companies Act, 2013, read with the Rule 3 of Companies (Account) Rules, 2014 or any other law as may be applicable are given in Annexure "2" enclosed.

j) Particulars Of Loans, Guarantees And Investments U/S 186:

There are no instances of loans, guarantees or investments under section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

11. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

a) Board of Directors:

As members must be aware that at present the Board of Directors is consists of 4 Directors namely Mr. Dhruv Desai as Chairman and Managing Director, Mr. Joseph Mathoor, Mr. Grace Jose Mathoor, and Ms. Thomas Joseph as Directors of the company.

b) Board Meetings:

The Board of Directors of the Company met 4 times during the year 2015- 2016. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

c) Changes in Directors & Key Managerial Personnel

There have been no changes in the Directors and Key Managerial Personnel during the Financial Year 2015-2016.

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013

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d) Board Committees

The Company has the following Committees of the Board along with details of its compositions

Sr. No.	Name of the Committee	Members of the Committee
1.	Audit Committee	Mr. Thomas Joseph- Chairman Mr. Dhruv Desai – Member Mr. Joseph Mathoor- Member
2.	Nomination and Remuneration Committee	Mr. Thomas Joseph- Chairman Mr. Joseph Mathoor – Member Mr. Dhruv Desai- Member
3.	Stakeholders' Relationship Committee	Mr. Thomas Joseph- Chairman Mr. Joseph Mathoor – Member Mr. Dhruv Desai- Member

12. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS:

The Audit committee comprises of Mr. Thomas Joseph (Chairman), Mr. Dhruv Desai (Member), Mr. Joseph Mathoor (Member) of the Company. There were four meetings of the Audit Committee during the year. The details of various Audit Committee meetings are provided in the Corporate Governance Report.

13. AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

14. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Mr. Thomas Joseph as Chairman, Mr. Dhruv Desai and Mr. Joseph Mathoor as members of the Company. The meeting of Nomination and Remuneration Committee was conducted during the year 2015-16 as there were no appointments, change in designation and policy was framed by the Committee. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The policy relating to the remuneration for the directors, key managerial personnel and other employees is disclosed as Annexure "4".

15. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of Mr. Thomas Joseph (Chairman), Mr. Dhruv Desai (Member) and Mr. Joseph Mathoor (Member) of the Company. The Committee met four times during the year.

16. INTERNAL AUDITOR:

The Company has internal financial controls set out in the accounting system and Head of the Department controls all the financial and accounting decisions in the capacity as Internal Auditor.

16. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF").

As required under the provisions of Section 205A and 205C and other applicable provisions of Companies Act, 1956 (the corresponding provisions in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), dividends that remain unpaid/unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: "Investor Protection and Education Fund".

During the year there were no transfer made on account of IEPF, also there were no any unclaimed dividend remained in the bank account so far.

17. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year there were no significant and material orders passed by the Regulators or Courts.

18. FINANCE:

Cash and cash equivalents as at March 31, 2016 was Rs. 2,52,78,587 (in earlier it was Rs.1,54,82,205).The company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

19. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As requirement of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Company has already maintained internal policy to prevent women's harassment at work place and covered all employees so they could directly make complaints to the committee, if such situation arises. The management and Committee together with confirm total number of complaints received and resolved during the year is as follows:

- a) No. of complaints received: NIL
- b) No. of complaints disposed: NIL

UNITECH INTERNATIONAL LTD.

20. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

21. DIRECTORS' DISQUALIFICATION:

None of the directors of the Company is disqualified as per the provision of section 164(2) of the Companies Act, 2013 or any other law as may be applicable, as on 31st March 2016.

22. HUMAN RESOURCES:

None of the employees of the Company had drawn remuneration in excess of the limits prescribed In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other law as may be applicable.

The relation between employees and management are cordial during the year.

23. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary during the year.

24. AUDITORS:

M/s S S Agarwal & Co., Chartered Accountants, (Membership No-050521) as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-2017 as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors."

25. AUDITORS' REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

26. SECRETARIAL AUDIT:

The Board had appointed M/s. DSM & Associates, Company Secretaries, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2015-16. The Secretarial Audit Report is annexed to this report as **Annexure "5"**. Comments on Secretarial Audit Report are as follows:

- 1. The Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- 2. The Company has designated Mr. Dhruv Desai on 30th September, 2016 as Key Managerial Personnel as required under Section 203 of the Companies Act, 2013. However Company has not appointed any Chief Financial Officer (CFO) during the year under review.*

3. The Company does not have any optimum composition of Board of Directors as required under Section 149 of the Companies Act, 2013 and as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The Company has not appointed Internal Auditor as required under Section 138 of the Companies Act, 2013.

5. The Company as not repaid the unsecured loan during the year as required under Section 73 & 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

In this Connection, your Directors wish to submit as under:

As regards point no. 1, 2 and 4, the Company is in the process of appointing Company Secretary as Compliance officer and designate Chief Financial Officer (CFO) as Key Managerial Personnel as required under Section 203. Company is in search of suitable candidate to appoint a person as an Internal Auditor, who posses requisite expertise and is taking appropriate step to comply with the said qualification.

3. Company is taking efforts to appoint suitable candidates as Independent Directors of the Company.

5. Your Directors and their relatives have committed to the financial institutions for the infusion of funds in the Company's business. Hence Company is not in a position to repay the same to Directors and Their relatives. Accordingly the provisions of Section 73 and 76 of the Companies Act, 2013 are attracted to the extent applicable.

27. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude to all Shareholders, Investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

By Order of the Board

For Unitech International Limited

Sd/

Dhruv Desai

Managing Director

DIN: 00493960

Date: 12th August, 2016.

Place: Mumbai

UNITECH INTERNATIONAL LTD.

Registered Office: Office No. 1 & 2, Plot No. 353 A,
TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg,
Ghatkopar (East), Mumbai – 400 077.
CIN: L99999MH1994PLC082810

"Annexure 1"

Annual Return Extracts in MGT 9

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

I	CIN	L99999MH1994PLC082810
ii	Registration Date	11/11/1994
iii	Name of the Company	Unitech International Limited
iv	Category/Sub-category of the Company	Company Limited By Shares/ Indian Non Government Company
v	Address of the Registered office & contact details	Office No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg, Ghatkopar (East), Mumbai – 400 077.
vi	Whether listed Company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	System Support Services 209 Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai - 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. No	Name & Description of main products/services	"HS Code of the Product /service"	"% to total turnover of the Company"
1	Metal	72	60.61
2	Acrylic Plastics & Engineering Plastics	39	39.39

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SUB TOTAL:(A)									
(1)	3133000	0	3133000	31.02	3133000	0	3133000	31.02	0
(2) Foreign									
a)NRI- Individuals	0	0	0	0	0	0	0	0	0
b)Other Individuals	0	0	0	0	0	0	0	0	0
c)Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL (A)									
(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	3133000	0	3133000	31.02	3133000	0	3133000	31.02	0
B.PUBLIC SHAREHOLDING									

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i)Individual shareholders holding nominal share capital up to Rs.2 lakhs	417614	803200	1220814	12.09	1951287	733200	2684487	26.58	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	3726434	817400	4543834	44.99	2474600	886400	3361000	33.27	
c)Others (specify) NRI	221815	0	221815	2.20	481772	0	481772	4.76	
SUB TOTAL (B)(2):	5247100	1720600	6967700	68.98	5248100	1719600	6967700	68.98	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	5247100	1720600	6967700	68.98	5248100	1719600	6967700	68.98	0
C. Shares held by Custodian	0	0	0	0	0	0	0	0.00	-

UNITECH INTERNATIONAL LTD.

for GDRs & ADRs									
Grand Total (A+B+C)	8380100	1720600	10100700	100	8381100	1719600	10100700	100	-

(ii) Share Holding Of Promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year(01.04.2015)			Shareholding at the end of the year(31.03.2016)		% change in share holding during the year	
		NO of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Daksha Rajesh Desai	300000	2.97	0	300000	2.97	0	No Change
2	Darshana Hiren Desai	400500	3.97	0	400500	3.97	0	No Change
3	Desai Dhruv	2432500	24.08	0	2432500	24.08	0	No

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	Rajesh							Change
	Total	3133000	31.017	0	3133000	31.017	0	No Change

(ii) Change In Promoters' Shareholding (Specify If There Is No Change)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No of shares	% of total shares of the Company
	At the beginning of the Year	3133000	31.02	3133000	31.02
	Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reason for increase/ decrease	No Change			
	At the end of the Year	3133000	31.02	3133000	31.02

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	NAME	No. of Shares at the beginning	Increase/ Decrease in share-holding	Reason	Number of Shares End of the year	Percentage of total shares of the

UNITECH INTERNATIONAL LTD.

		of the year (1.04.201 5)			(31.03.201 6)	company
1	Kirti Desai	125000	-	No Transfer	125000	1.2375
2.	Bhikhubhai N Padsala	105000	-	No Transfer	105000	1.0395
3.	Jaihind Synthetics Ltd	100000	-	No Transfer	100000	0.9900
4.	Rajendra Rajaram Dhole	NIL	150000	Transfer/ Purchase	150000	1.4850
5.	Sanjay Kumar	NIL	119300	Transfer/ Purchase	119300	1.1811
6.	Vipul Panchal	NIL	114855	Transfer/ Purchase	114855	1.1371
7.	Shibu Ponnampallil	NIL	110000	Transfer/	110000	1.0890

	Varghese			Purchase		
8.	Ajay Singh Hooda	NIL	275000	Transfer/ Purchase	275000	2.7226
9.	Devang Satish Mehta	NIL	216100	Transfer/ Purchase	216100	2.1395
10.	Karan Singh Thandi	NIL	202586	Transfer/ Purchase	202586	2.0057

(v) Shareholding of Directors & KMP

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Dhruv Desai				
	At the beginning of the year	2432500	24.08	0	0
	No change during the year	0	0	0	0
	At the end of the year	2432500	24.08	0	0
2	Joseph Mathoor				

UNITECH INTERNATIONAL LTD.

	At the beginning of the year	0	0	0	0
	No change during the year	0	0	0	0
	At the end of the year	0	0	0	0

(vi) Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,02,43,075	7,78,84,105		9,81,27,180
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	2,02,43,075	7,78,84,105		9,81,27,180
Change in Indebtedness during the financial year				
<input type="checkbox"/> Addition	61,58,767	8,60,501		70,19,268
<input type="checkbox"/> Reduction				
Net Change	2,64,01,842	7,87,44,606		10,51,46,448

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
-	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other Directors:

Sr. No	Particulars of Remuneration	Name of Director		Total Amount	
1	Independent Directors				
	(a) Fee for attending board committee meetings				
	(b) Commission				
	(c) Others, please specify				
	Total (1)				
2	Other Non Executive Directors	Dhruv Desai (Executive Director)	Joseph Mathoor (Non- Executive Director)		
	(a) Fee for attending board committee meetings	3,00,000			3,00,000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0		0
	Professional service	0	6,00,000		6,00,000
	Total (2)	3,00,000	0		3,00,000

UNITECH INTERNATIONAL LTD.

	Total B = (1+2)	3,00,000	0		9,00,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.	3% of Net Profits of the Company			

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	"Company Secretary"	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	--	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	--	
3	Sweat Equity	-	-	-	-
4	Commission	-	-	--	
	as % of profit	-	-	-	-
	others (specify)	-	-	--	
5	Others, please specify	-	-	-	-

D. Penalties/Punishment/Compounding Of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					

B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

***By Order of the Board
For Unitech International Limited
Sd/
Dhruv Desai
Managing Director
DIN: 00493960***

Date: 12th August, 2016

Place: Mumbai

UNITECH INTERNATIONAL LTD.

“Annexure – 2”

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Since the Company is not manufacturing activity as like a unit provision of Section 134(3)(m) of the Company Act, 2013, read with the Rule 3 of Companies (Account) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable.

Foreign Exchange earnings and outgo:

	Amount (Rs. Lacs)	
	2015-16	2014-15
a) Foreign Exchange earnings:		
FOB Value of export	Nil	Nil
b) Foreign Earning outgo:		
CIF Value of Import	117.78	Nil
Traveling Expenses	Nil	Nil

By Order of the Board
For Unitech International Limited
Sd/
Dhruv Desai
Managing Director
DIN: 00493960

Date: 12th August, 2016

Place: Mumbai

"Annexure 3"

TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2016.

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of Contracts or arrangement or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year end 31st March, 2016, which were not at arm's length basis.

Details of Contracts or arrangement or transactions at arm's length basis:

Name of the parties	Nature of Relationship	Silent Terms of Transactions	Nature of Transaction	During of Transactions	Amount (Rs. in Lacs)
		NA			
		NA			
		NA			

By Order of the Board
For Unitech International Limited
Sd/
Dhruv Desai
Managing Director
DIN: 00493960

Date: 12th August, 2016

Place: Mumbai

UNITECH INTERNATIONAL LTD.

"Annexure – 4"

POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EMPLOYEES.

BACKGROUND

Unitech International Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - ✓ the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ✓ relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - ✓ remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

BRIEF OVERVIEW OF THE REVISED CLAUSE 49 OF LISTING AGREEMENT

IV. Nomination and Remuneration Committee

A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

B. The role of the committee shall, inter-alia, include the following:

- ✓ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ✓ Formulation of criteria for evaluation of Independent Directors and the Board;
- ✓ Devising a policy on Board diversity;
- ✓ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

PRESENT POSITION OF DIRECTORS & KMP OF THE COMPANY:

- At present there are total Four directors on the Board of which Two (2) are Non- Executive and the One (1) is Executive Director and Chairman, and remaining One (1) is Non-Executive and Independent Director. The Executive Chairman & Managing Director draw a remuneration from the Company.
- Key Managerial Personnel (KMP) consists Chairman & Managing Director, all executive directors and Chief Financial Officer and Company Secretary who are employees.

UNITECH INTERNATIONAL LTD.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.

- Their financial or business literacy/skills.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and Clause 49 of Listing Agreement. The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the real estate.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and Clause 49 of the Listing Agreement as amended from time to time.

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.

UNITECH INTERNATIONAL LTD.

- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - ✓ Responsibilities and duties ;
 - ✓ Time & efforts devoted;
 - ✓ Value addition;
 - ✓ Profitability of the Company & growth of its business;
 - ✓ Analyzing each and every position and skills for fixing the remuneration yardstick;
 - ✓ Standards for certain functions where there is a scarcity of qualified resources;
 - ✓ Ensuring tax efficient remuneration structures;

- ✓ Ensuring that remuneration structure is simple and that the cost to the Company;
- ✓ (CTC) is not shown inflated and the effective take home remuneration is not low;
- ✓ Other criteria as may be applicable;
- Consistent application of remuneration parameters across the organization.

- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.

- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

By Order of the Board

For Unitech International Limited

Sd/

Dhruv Desai

Managing Director

DIN: 00493960

Date: 12th August. 2016

Place: Mumbai

UNITECH INTERNATIONAL LTD.

“Annexure 5”

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Unitech International Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Unitech International Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Unitech International Limited** ,books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Unitech International Limited** (“the Company”) for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under
- (iii) The Securities Contracts (Regulation)(Stock Exchanges and Clearing Corporations) Regulations, 2012 and Circular dated December 13, 2012 (CIR/MRD/DSA/33/2012) and other Circulars
- (iv) Listing Regulations, 2015
- (v) The Depositories Act, 1996 and the regulations and bye laws framed there under
- (vi) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings, as applicable;
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

- a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
- c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable during the period under review.**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the period under review.**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable during the period year under review.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable during the period year under review;** and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vii) *Other specifically applicable laws to the Company during the period under review;

- (i) Income Tax Act, 1961;
- (ii) Chapter V of the Finance Act, 1994 (Service Tax);
- (iii) Indian Stamp Act, 1899;
- (iv) Indian Contract Act, 1872;
- (v) Negotiable Instrument Act, 1881;
- (vi) Information Technology Act, 2000;
- (vii) The Factories Act, 1948;
- (viii) Payment of Wages Act, 1936;
- (ix) Employees' State Insurance Act, 1948;
- (x) Employees (Provident Funds and Miscellaneous Provisions) Act, 1952;
- (xi) Payment of Bonus Act, 1965;
- (xii) Payment of Gratuity Act, 1972;
- (xiii) Contract Labour (Regulation & Abolition) Act, 1970;
- (xiv) The Employees' Compensation Act, 1923 (Earlier known as Workmen's Compensation Act, 1923);
- (xv) Equal Remuneration Act, 1976;
- (xvi) The Employment Exchange (Company Notification of Vacancies) Act, 1956;
- (xvii) The Industrial Employment (Standing Orders) Act, 1946;

UNITECH INTERNATIONAL LTD.

- (xviii) The Maternity Benefit Act, 1961;
- (xix) Environment Protection Act, 1986;
- (xx) Water (Prevention and Control of Pollution) Act, 1974;
- (xxi) Water (Prevention and Control of Pollution) Cess Act, 1977;
- (xxii) Air (Prevention and Control of Pollution) Act, 1981;
- (xxiii) Hazardous Waste (Management and Handling) Rules, 1999;
- (xxiv) The Explosive Act, 1884;
- (xxv) The Indian Boilers Act, 1923;
- (xxvi) Service Tax;
- (xxvii) Provident Fund;
- (xxviii) Professional Tax;
- (xxix) Tax Deducted at Source;
- (xxx) Securities Transaction Tax;
- (xxxi) Maharashtra Labour Welfare Fund;
- (xxxii) Value Added Tax(VAT) & Central Sales Tax(CST);
- (xxxiii) Employee State Insurance Act;
- (xxxiv) Limitation Act, 1963;
- (xxxv) Transfer of Property Act, 1882;
- (xxxvi) Energy Conservation Act, 2001;
- (xxxvii) Right to Information Act, 2005;
- (xxxviii) Trade Marks Act, 1999;
- (xxxix) Patents Act, 1970;
- (xl) Copyright Act, 1957;
- (xli) Design Act, 2000;
- (xlii) Insurance Act, 1938;
- (xliii) Foreign Trade And Regulation Act, 1992;
- (xliv) Legal Metrology Act, 2009;

**All other relevant laws applicable to the Company, a list of which has been provided by the Management. The examination and reporting on these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.*

We have also examined compliance with the applicable clause of the following:

The Secretarial Standards SS-1 and SS-2, issued and notified by the Institute of Company Secretaries of India (ICSI) have been complied with by the Company during the financial year under review.

(ii) The Listing Agreements entered into by the Company with the:

- a) BSE Limited (Scrip Code: 531867)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The Company has designated Mr. Dhruv Desai on 30th September, 2016 as Key Managerial Personnel as required under Section 203 of the Companies Act, 2013. However Company has not appointed any Chief Financial Officer (CFO) during the year under review.

3. The Company does not have any optimum composition of Board of Directors as required under Section 149 of the Companies Act, 2013 and as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The Company has not appointed Internal Auditor as required under Section 138 of the Companies Act, 2013.

5. The Company as not repaid the unsecured loan during the year as required under Section 73 & 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

We further report that

The Board of Directors of the Company *does not* consist of sufficient number of Independent Directors, required under the Act and Regulations. There are no changes in the composition of the Board of Directors of the Company during the financial year under review.

Adequate notice is given to all directors to of schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through majority members while the dissenting members' views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

UNITECH INTERNATIONAL LTD.

I/we further report that during the audit period there was no public/right issue/ preferential issue of shares. No Debentures were issued or converted during the year. There was no buy back of securities. The Company did not go for Merger / amalgamation / reconstruction, etc. There was no foreign technical collaboration.

***For DSM & Associates,
Company Secretaries***

Sd/-

CS Mandar Palav

Partner

M.No.27695

COP No.13006.

Date: 30th May, 2016

Place: Mumbai.

Annexure – I to the Secretarial Audit Report:

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For DSM & Associates,
Company Secretaries***

Sd/-

CS Mandar Palav

Partner

M.No. 27695.

COP No.13006.

Date: 30th May, 2016

Place: Mumbai.

UNITECH INTERNATIONAL LTD.

INDEPENDENT AUDITOR'S REPORT

To The Members of Unitech International Limited

Report on the Financial Statements

1. We Have Audited the accompanying (Standalone) financial statement of **UNITECH INTERNATIONAL LIMITED ("the company")** which comprise the balance sheet as March 31,2016 the statement of profit and loss cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

2. The company's board of Director is responsible for the matters stated in section 134 (5) of the companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that gives a true and fair view of the financial position financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India including the Accounting Standard specified under section 133 of the Act read with Rules 7 Of The Companies (Accounts) Rules 2014 This responsibility Also includes 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 Frauds And other irregularities; Selection And Application Of appropriate accounting policies; Making Judgment and estimates that are reasonable and Prudent and Design, implementation and maintenance of adequate internal Financial Control that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.
4. We have taken into account the Provisions of the Act, the accounting and auditing standards and matter which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosure in the financial statements The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making those risk assessments the auditor considers internal financial control relevant to the Company's Preparation of the financial statement that give a

true and fair view in order to design audit Procedures that are Appropriate in the circumstance but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us the aforesaid (Standalone) financial statement give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its Profit/Loss and its Cash Flow for the Year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the companies (Auditor's Report) Order, 2016 ("the order"), as amended, issued by the central Government of India in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143 (3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as in March 31, 2016 taken on record by Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"

UNITECH INTERNATIONAL LTD.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- (i) The company does not have any pending litigations which would impact its financial position. Or
 - (ii) The Company has disclosed the impact of pending litigation on its financial position in its financial statement – Refer Note XX to the financial statement.
 - (iii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. Or
 - (iv) The Company has made provision. As required under the applicable law or accounting standards, for materials foreseeable losses. If any, on long – term contracts including derivative contract – Refer Note XX to the financial statements;
 - (v) There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company. Or
 - (vi) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. Or
 - (vii) There are no instances of delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Company

For S. S. Agarwal & Co.
Chartered Accountants
F. R. No. 312054E

Place : Mumbai
Date : 30th May, 2016

(S. S. Agarwal)
Proprietor
M. No. 050521

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three Years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed assets has been physically verified by the management during the Year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.

(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firm, limited Liability Partnerships or other parties covered in the Register maintained under section 189 of the Act Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- 5) The Company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- 6) As informed to us the maintenance of cost record has not been specified the central government under sub-section (1) of Section 148 of the Act in respect of the activities carried on by the company
- 7) (a) According to information and explanation given to us and on the basis of our examination of the books of account and record the Company has been generally regular in depositing undisputed

UNITECH INTERNATIONAL LTD.

statutory dues including Provident Fund Employees state Insurance Income-Tax Sales-Tax, Service-Tax, Duty of Custom Duty of Excise Value added Tax Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

(b) According to the Information and explanation given to us there are no dues of income-tax sales tax Service-Tax, Duty of Custom Duty of Excise Value added Tax outstanding on account of any dispute.

- 8) In our opinion and according to the information an explanation given to us the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institution or from the government and has not issue any debentures.
- 9) Based upon the audit Procedure performed and the information and explanations given by the management the company has not raised moneys by way of initial public offer or further public offer including debt instrument and terms loans Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company any hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management we report no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedure performed and the management the managerial remuneration has been paid or Provided in accordance with the requisite approvals mandated by the Provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion the Company is not a Nidhi Company. Therefore the Provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion all transaction with the related parties are in compliance with section 177 and 188 of companies Act, 2013 and details have been disclosed in the Financial Statements as required by accounting standards.
- 14) Based upon the audit Procedures performed and the information and explanations given by the management the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the Provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit Procedures performed and the information and explanations given by the management the company has not entered into any non-cash transactions with directors or person connected with him. Accordingly the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion the company is not required to be register under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of clause 3 (xvi) of the Order are not applicable to the company and hence not commented upon.

**For S.S. Agarwal & Co.
Chartered Accountants
F. R. No. 312054E**

**Place : Mumbai
Date : 30th May, 2016**

**(S.S. Agarwal)
Proprietor**

M. No. 050521

UNITECH INTERNATIONAL LTD.

“Annexure B” to the Independent Auditors Report Of even date on the Standalone Financial Statement of UNITECH INTERNATIONAL LIMITED Report on the Internal Financial Controls Under Clause (i) of sub-section 3 of Section 143 of the companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Unitech International Limited as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the day to day maintenance of the accounts of the company. These Responsibilities Including the design implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business including adherence to company’s policies the safe guarding of its assets the prevention and detection of frauds and error the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Companies Act, 2013

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company internal financial controls over financial reporting based on our audit. We conduct our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013 to the extent applicable to an audit of internal Financial controls both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants Of India

Those Standards and the Guidance Note required that we comply with ethic requirement and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respect.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable details accurately and fairly reflect the transaction and depositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted in accordance with generally accepted

accounting principle and that receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Inherent Limitations of Internal Financial Controls Over financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has in all material respects an adequate internal financial control system over financial reporting, and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the basis of the electronics entries passed in the books of account of the company.

**For S.S. Agarwal & Co.
Chartered Accountants
F. R. No. 312054E**

**Place: Mumbai
Date: 30th May, 2016**

**(S.S. Agarwal)
Proprietor
M. No. 050521**

Unitech International Ltd
Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
		Rs.	Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	99,882,000	99,882,000
(b) Reserves and surplus	4	19,887,881	15,061,861
Total (1)		119,769,881	114,943,861
2 Share application money pending allotment		-	-
Total (2)		-	-
3 Non-current liabilities			
(a) Long-term borrowings	5	78,001,740	78,329,511
(b) Deferred tax liabilities (net)	6	-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
Total (3)		78,001,740	78,329,511
4 Current liabilities			
(a) Short-term borrowings	7	27,262,343	20,243,075
(b) Trade payables	8	253,797,645	212,580,916
(c) Other current liabilities	9	3,665,392	377,604
(d) Short-term provisions	10	1,104,097	576,597
(e) Advance From Customer			
Total (4)		285,829,477	233,778,192
TOTAL(1+2+3+4)		483,601,098	427,051,564
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	116,937,630	126,963,272
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		116,937,630	126,963,272
(b) Non-current investments		-	-
(c) Deferred tax assets (net)	6	639,598	36,618
(d) Long-term loans and advances		-	-
(e) Other non-current assets	12	974,778	670,458
Total (1)		1,614,376	707,076
2 Current assets			
(a) Current investments		-	-
(b) Inventories	13	54,289,969	26,995,414
(c) Trade receivables	14	279,823,895	236,176,573
(d) Cash and cash equivalents	15	25,278,587	15,482,205
(e) Short-term loans and advances	16	5,656,643	20,727,025
(f) Other current assets			
Total (2)		365,049,093	299,381,217
TOTAL(1+2)		483,601,098	427,051,564
See accompanying notes forming part of the financial statements from Note 1 to 22			

In terms of our report attached.

For S. S. Agarwal
Chartered Accountants
FRN :- 312054E

For and on behalf of the Board of Directors
CIN:L99999MH1994PLC082810

CA S.S. Agarwal
Proprietor
M. No:- 050521

Dhruv Desai
(Director)
DIN:- 00493960

Joseph Kuriakose
(Director)
DIN:-02087812

Place Mumbai
Date : 30th May 2016

Unitech International Ltd
Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
		Rs.	Rs.
A CONTINUING OPERATIONS			
1 Revenue from operations (Net)	17	1,253,379,103	915,552,474
Other Income		1,445,264	922,434
2 Total revenue (1+2)		1,254,824,367	916,474,909
3 Expenses			
(a) Cost of Goods Sold	18	1,219,785,560	889,635,407
(b) Employee Benefits	19	2,564,220	1,136,809
(c) Finance costs	20	7,452,910	4,604,079
(d) Depreciation and amortisation expense	11	10,025,643	9,787,467
(e) Direct Expense	21	2,835,980	4,862,641
(f) Other expenses	22	8,896,400	5,607,248
Total expenses		1,251,560,713	915,633,651
4 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		3,263,653	841,258
5 Exceptional items		-	-
6 Profit / (Loss) before extraordinary items and tax (5 ± 6)		3,263,653	841,258
7 Extraordinary items		-	-
8 Profit / (Loss) before tax (7 ± 8)		3,263,653	841,258
9 Tax expense:			
(a) Current tax expense for current year		-919,348	-
(b) Excess Provision relating to prior year		3,783	-
(c) Deferred tax Liability		602,980	-
		-312,585	-
10 Profit / (Loss) from continuing operations (9 ± 10)		2,951,068	841,258
See accompanying notes forming part of the financial statements from Note 1 to 22			

In terms of our report attached.

For S. S. Agarwal
Chartered Accountants
FRN :- 312054E

For and on behalf of the Board of Directors
CIN:L99999MH1994PLC082810

CA S.S. Agarwal
Proprietor
M. No:- 050521

Dhruv Desai
(Director)
DIN:- 00493960

Joseph Kuriakose
(Director)
DIN:-02087812

Place : Mumbai
Date : 30th May 2016

UNITECH INTERNATIONAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

	For the year ended 31st March, 2015	For the year ended 31st March, 2016
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	841,258	3,263,653
Adjustment for :		
Depreciation	9,787,466	10,025,643
Provision for Doubtful Debts	-	-
Interest paid		
Interest received (Gross)	-	-
Insurance Claim/M.Vat Adj	-	1,874,952
Misce. Expenditure w/off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	10,628,724	15,164,248
Adjustment for changes:		
Trade and Other Receivable	210,079,142	(28,576,940)
Inventories	(12,720,601)	(27,294,555)
Trade and Other Payable	(263,316,625)	41,216,729
CASH GENERATED FROM OPERATIONS	(55,329,360)	509,482
Interest paid		
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	(55,329,360)	509,482
Extra Ordinary Item		3,502,705
Transfer to Reserve and Shares		
NET CASH FROM OPERATING ACTIVITIES	(55,329,360)	4,012,187
B. CASH FLOW INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,132,202)	-
Purchase of Investment	-	-
Interest received (Gross)	-	-
Dividend Received	-	-
NET CASH FROM INVESTING ACTIVITIES	(1,132,202)	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Equity Shares Capital	-	-
Proceeds from long term Borrowing	52,824,071	7,019,268
Public Issued Expenses	-	-
Preliminary Expenses	-	(602,980)
Repayment of Long Term Debts	-	(632,091)
NET CASH USED IN FINANCING ACTIVITIES	52,824,071	5,784,197
NET INCREASE / DECREASE IN CASH & CASH & CASH EQUIVALENTS	(3,637,491)	9,796,384
OPENING BAL. OF CASH EQUIVALENTS	11,400,375	15,482,205
CLOSING BAL. OF CASH & CASH EQUIVALENTS	7,762,885	25,278,590

Figures in brackets indicates outflow

In terms of our report attached.

For S. S. Agarwal
Chartered Accountants
FRN :- 312054E

For and on behalf of the Board of Directors
CIN:L99999MH1994PLC082810

CA S.S. Agarwal
Proprietor
M. No:- 050521

Dhruv Desai
(Director)
DIN:- 00493960

Joseph Kuriakose
(Director)
DIN:-02087812

Place : Mumbai
Date : 30th May 2016

Unitech International Ltd
Notes forming part of the financial statements

Note 3 Share capital

Particulars	As at 31st March,2016		As at 31st March, 2015	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised				
Equity shares of Rs.10 each with voting rights	11,000,000	110,000,000	11,000,000	110,000,000
(b) Issued				
Equity shares of Rs. 10 each with voting rights	10,100,700	101,007,000	10,100,700	101,007,000
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	10,100,700	101,007,000	10,100,700	101,007,000
Less: Call in arrear	112,500	1,125,000	112,500	1,125,000
Total	9,988,200	99,882,000	9,988,200	99,882,000

Note 3 (A) Share capital

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:				
Particulars	As at 31st March,2016		As at 31st March,2015	
	Opening Balance	Closing Balance	Opening Balance	Closing Balance
Equity shares with voting rights	9,988,200	9,988,200	9,988,200	9,988,200
- Number of shares	998,820	998,820	998,820	998,820
- Amount (Rs.)	9,988,200	9,988,200	9,988,200	9,988,200

Note 3 (B) Share capital

Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31st March,2016		As at 31st March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Dhruv Desai	2,432,500	24.08%	2,432,500	24.08%
Total	2,432,500		2,432,500	

Unitech International Ltd
Notes forming part of the financial statements

Note 4 Reserves and surplus

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	15,061,861	14,220,603
Add: Profit / (Loss) For The Year	2,951,068	841,258
Add: M.A.T. Credit	1,874,952	-
Closing balance	19,887,881	15,061,861
Total	19,887,881	15,061,861

Note 5 Long Term Borrowings

Particulars	As at 31st March, 2016	As at 31st March, 2015	As at 31st	As at 31st March, 2015
			March, 2016	
	Non Current Portion		Current Maturities	
	Rs.	Rs.	Rs.	Rs.
Unsecured Borrowings	77,884,105	77,884,105	-	-
Indian Rupee Loan From Financial Institutions	117,635	445,406	329,941	140,054
Total	78,001,740	78,329,511	329,941	140,054
The Above Amount Includes	-	-	-	-
Indian Rupee Loan From Financial Institutions	-	-	329,941	140,054
Amount Disclosed Under The Head "Short Term Borrowing" (Note No. 07)	-	-	329,941	140,054
Total	-	-	-	-

Indian Rupee loan from Financial Institutions carries interest @ 12.35% p.a. The loan is repayable in 48 monthly installments of Rs.16,805 each along with interest from the date of loan, viz, 01 November 2014.

Note 6 Deferred Tax (Liability)/Asset

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Deferred Tax (Liability) / Asset		
Tax Effect Of Items Constituting Deferred Tax Liability On Difference Between Book And Tax Depreciation & Book Loss	1,951,391	-
Tax Effect Of Items Constituting Deferred Tax Assests	602,980	-
Opening Balance	36,618	36,618
Net deferred tax (liability) / asset	639,598	36,618

Note 7 Short Term Borrowings

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Cash Credit From Banks (Secured)	26,071,901	20,103,021
Secure Borrowings	329,941	140,054
	26,401,842	20,243,075
Unsecure Borrowings	860,501	-
Net deferred tax (liability) / asset	27,262,343	20,243,075

hypothecation of inventory and trade receivables

Note 8 Trade payables

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Micro, Small And Medium Enterprises #	-	-
Others	253,797,645	212,580,916
Total	253,797,645	212,580,916

Medium Enterprises Development Act, 2006 and hence disclosure relating amounts unpaid as at the year end

Note 9 Other current liabilities

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
(a) Outstanding Expenses	2,094,372	-
(b) T.D.S. Payable	102,667	73,362
(c) Professional Tax	18,650	14,325
(d) M.V.A.T. Payble	1,449,703	289,917
Total	3,665,392	377,604

Note 10 Short Term Provision

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
F.B.T.	-	3,783
Income Tax	1,104,097	572,813
Total	1,104,097	576,596

Unitech International Ltd
Notes forming part of the financial statements

Note 12 Other non-current assets

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Balance With Revenue Authority	5,025	5,025
Deposit	969,753	665,433
Total	974,778	670,458

Note 13 Inventory

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Stock - In - Trade	54,289,969	26,995,414
Total	54,289,969	26,995,414

Note 14 Trade Receivable

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Trade Receivables		
Trade Receivables Outstanding For A Period Exceeding Six Months From The Date They Were Due For Pavment #	31,692,880	-
Other Trade Receivables	248,131,014	236,176,573
Total	279,823,895	236,176,573

Note 15 Cash and cash equivalents

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
(a) Cash On Hand	904,902	752,075
(b) Cheques, Drafts On Hand	5,990,113	-
(c) Balances With Banks	158,709	222,987
(d) Fixed Deposit With Banks	17,000,255	11,902,844
(e) In Bank Guantee Margin	1,224,607	2,604,299
Total	25,278,587	15,482,205

Note 16 Short Term Loans and Advances

Particular	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Advance From Suppliers	2,698,000	600,000
Other Loans And Advances	128,071	16,839,396
Balance With Revenue Authority	1,185,919	3,287,629
M.A.T. Credit Entitlement	1,644,653	-
Total	5,656,643	20,727,025

Unitech International Ltd
Notes forming part of the financial statements

Note 17 Other Income

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Interest Against F.D.	1,117,065	49,556
Income On L.C. Margin	-	371,212
Interest Income On Income Tax Refund	-	3,326
Other Income	328,199	498,340
Total	1,445,264	922,434

Note 18 Cost of Goods Sold

Particulars	As at 31st March, 2016	As at 31st March, 2015
	Rs.	Rs.
Opening Stock	26,995,414	14,274,813
Add:- Purchase	1,247,080,115	902,356,008
Less: Closing Stock	54,289,969	26,995,414
	-	-
Total	1,219,785,560	889,635,407

Note 19 Employees & Other Overheads

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Rs.	Rs.
Salary Allowance & Wages	2,559,800	1,130,816
Staff Welfare Expenses	4,420	5,993
Total	2,564,220	1,136,809

Note 20 Finance costs

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Rs.	Rs.
(a) Interest Expense On:		
(i) Borrowings	2,847,458	1,982,308
(ii) Trade Payables	-	-
(iii) Others		
- Interest On T.D.S.	-	-
- Interest On Car Loan	63,776	21,652
- Others	4,541,676	2,600,119
(b) Other Borrowing Costs	-	-
(c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
Total	7,452,910	4,604,079

Note 21 Direct Expenses

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Rs.	Rs.
Custom Duty	2,835,980	4,862,641
Net (Increase) / Decrease	2,835,980	4,862,641

Unitech International Ltd
Notes forming part of the financial statements

Note 22 Other Expenses

Particulars	For the year ended 31st	For the year ended 31st
	March, 2016	March, 2015
	Rs.	Rs.
Annual Listing Fees	327,770	167,416
Payment To auditor Annexure 22(I)	451,000	451,000
Bse Filing Fees	20,874	-
Clearing, Transport & Sweeping Exp	3,939,882	2,045,539
Clearing Agent Commission	256,324	46,295
Computer Maitainace	15,825	27,529
Courier Charges	28,574	-
Credit Rating Charges	206,100	-
Donational	-	1,200
Director Remuneration	300,000	250,000
Exchange Rate Diff	187,696	61,874
Electricity Charges	69,220	197,740
General Expenses	221,307	2,000
Insurance Charges	38,074	47,554
Import License Fees	8,000	-
Legal Charges	-	44,432
Meeting Charges	-	57,268
Membership & Subcription	-	20,169
Printing & Stationery	16,615	10,439
Professional Fees	365,333	669,572
Professional & Taxes	7,500	2,500
Registration Fees	61,620	-
Rates & Taxes	30,120	19,730
Rent	1,745,281	1,254,500
Repairs And Maitainace	324,643	122,963
Roc Filing Fees	18,800	11,000
Office Expenses	23,177	-
Service Tax & Charges	-	14,360
Sundry Balance W/O	-	994
Tender Charges	50,000	-
T.D.S. Filing Fees And Chargers	5,307	2,080
Telephone & Internet Charge	32,102	12,122
Travelling Include Foreign Travelling	142,256	57,953
Webdesigning Charges	3,000	-
V.A.T. Payment	-	9,019
	-	-
Total	8,896,400	5,607,248

Note 22(i)

Particulars	For the year ended 31st	For the year ended 31st
	March, 2016	March, 2015
	Rs.	Rs.
(i) Payments To The Auditors Comprises (Net Of Service Tax Input Credit, Where Applicable):		
As Auditors - Tax Audit Fees	200,000	200,000
For Taxation Matters	251,000	251,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
Reimbursement Of Expenses	-	-
Total	451,000	451,000

Unitech International Ltd
Notes forming part of the financial statements

Note:11 Fixed Assets

ASSET	Gross Block					Depreciation				Net Block	
	MACHINERY AT COST	Purchase Date	ADDITIONS DURING THE YEAR	SALES DEDUCTIONS AND ADJ. DURING THE YEAR	AT COST OR BOOK VALUE UPTO 31-03-2016	TOTAL DEPRECIATION UPTO 31-03-2015	DEPRECIATION FOR THE PERIOD	WRITTEN BACK ON ASSETS SOLD OR DISCARDED	TOTAL DEPRECIATION /LAND PREMIUM UPTO 31-03-2016	NET BLOCK AS ON 31-03-2016	NET BLOCK AS ON '31-03-2015
Building -Office Premises											
Factory Building	107,306,481	01.06.1996	-	-	107,306,481	20,629,671	8,667,681	-	29,297,352	78,009,129	86,676,810
	107,306,481				107,306,481	20,629,671	8,667,681		29,297,352	78,009,129	86,676,810
Computers & Printers											
Computer & IT Equipments	162,974	30.01.2012	-	-	162,974	135,034	19,791	-	154,825	8,149	27,940
Computer & IT Equipments	9,905	09.03.2013	-	-	9,905	8,206	1,204	-	9,410	495	1,699
Computer & IT Equipments	8,657	17.02.2014	-	-	8,657	7,172	1,052	-	8,224	433	1,485
	181,536				181,536	150,412	22,047		172,459	9,077	31,124
Other Assets											
Electrical Fitting	39,000	31.12.2012	-	-	39,000	14,040	7,851	-	21,891	17,109	24,960
Motor Bike	64,000	30.07.2011	-	-	64,000	22,987	15,607	-	38,595	25,405	41,013
Motor Vehicle	722,527	17.11.2014	-	-	722,527	93,531	220,207	-	313,738	408,789	628,996
Furniture & Fixture	1,130,760	29.03.2012	-	-	1,130,760	-	444,901	-	444,901	685,859	1,130,760
Office Equipment	681,419	24.03.2012	-	-	681,419	-	647,348	-	647,348	34,071	681,419
	2,637,706				2,637,706	130,558	1,335,915		1,466,473	1,171,233	2,507,148
Non Depreciable Assests											
Acchad Godown	209,675	31.03.2015	-	-	209,675	-	-	-	-	209,675	209,675
Land	440,732	01.04.1997	-	-	440,732	-	-	-	-	440,732	440,732
Plant & machinery	1,688,586	01.04.2011	-	-	1,688,586	-	-	-	-	1,688,586	1,688,586
Plant & machinery	35,209,198	31.03.2012	-	-	35,209,198	-	-	-	-	35,209,198	35,209,198
Plant & machinery	200,000	10.01.2015	-	-	200,000	-	-	-	-	200,000	200,000
	37,748,191				37,748,191	-	-			37,748,191	37,748,190
Total depreciation	147,873,914				147,873,914	20,910,641	10,025,643		30,936,284	116,937,630	126,963,272

UNITECH INTERNATIONAL LTD.

Note to the Financial Statements for the year ended March 31 2016

Note 1 : Significant Accounting policies

1.1. Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principle in India under the historical cost convention on accrual basis Pursuant to Section 133 of the Companies Act, 2013 Read with rules 7 of the Companies (Accounts) Rules, 2014 till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National financial Reporting Authority the existing Accounting Standard notified under the Companies Act, 1956 Shall Continue to apply Consequently these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C) [Companies (Accounting Standards) Rules 2006 as amended] and other relevant provisions of the of the Companies Act, 2013 (the Act,) All assets and liabilities have been Classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act, 2013 Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent the Company has ascertained its operating cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

1.2. Use of Estimates

The preparation of the financial statement in conformity with the generally accepted accounting principles in India requires the Management to make estimate and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable Future results could differ from these estimates and the difference between the actual and the estimates are recognized in the periods in which the actual are Known / materialized.

1.3. Fixed Assets- Depreciation and Amortization

Fixed assets are stated at acquisition cost less accumulated depreciation / amortization and impairment if any All Direct Cost are capitalized including freight duties taxes and expenses incidental to acquisition and installation of fixed assets Subsequent expenditure related to an item of fixed assets are added to its books value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance Item of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the Financial Statements Any expected loss is recognized immediately in the Statement of Profit and Loss. Losses arising from the retirement of and gain and losses arising for disposal of fixed asset which are carried at cost are recognized in the Statement of Profit and Loss.

ii Tangible Assets

Leasehold land is being amortized over the primary period of the lease. The useful lives of the assets are based on technical estimates approved by the Management and are lower than or same as the useful lives prescribed under schedule II to the Companies Act, 2013 in order to reflect the over which depreciable assets are expected to be used by the Company. Depreciation is provided on a prorate basis on the straight line method based on the estimates useful lives of the assets. Since the machineries have not been put to use has not been taken into consideration for the purpose of Depreciation.

iii Assets Useful Life

The assets of the company are dispute with the banks for which the matter is in dispute and hence the same has not been taken into consideration and life of the assets has not been estimated for the purpose of depreciated.

iv Intangible Assets

Intangible Assets comprise of Goodwill trademarks Copyrights and Technical Knowhow. Goodwill and other Intangible Assets are amortized over the useful life of the assets not exceeding 10 years. All the Intangibles Assets of the Company wherever applicable have been fully amortized as at the Balance Sheet date.

1.4. Investments

There is no investment made by the Company as on the date of the Balance Sheet. Therefore no specific comment has been made as required by the specific Act.

1.5. Inventories

Inventories of Trading items and finished goods are valued at lower of cost and net realizable value. Cost is determined using standard cost method that approximates actual cost. Net realizable value is the estimates selling price in the ordinary course of business less the estimates costs of completion and the estimates costs necessary to make the sale.

1.6. Revenue Recognition

Sales are recognized when all the significant risk and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract which usually coincide with the delivery of goods and are recorded net of trade discount rebates sales tax / value added tax and excise duty on outsourced product.

UNITECH INTERNATIONAL LTD.

1.7. Provisions and Contingent Liabilities

1. The Company recognizes a provision when there is a present obligation as result of a past event that probably requires an outflow of resources and reliable estimates can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote no provision or disclosure as specified in accounting Standards 29 'Provisions, Contingent Liabilities and Contingent Assets made.

2) During the year there was a search In the premises of the company by the department. Although no seizure was made but the department has taken several copies of the records and the liability if any on account of central Sales Tax or Maharashtra Value Added tax if any determined has not been brought to our notice and accordingly no provision for such contingent liability has been made in the books of the for the current year as well as previous years.

1.8. Employee Benefits

Defined Contribution plans:

The Company does not have Defined Contribution plans for its employees such as provident Fund Superannuation Fund Employees State Insurance etc. and hence are not charged to the Statement of Profit and Loss Since there are no permanent employees the Company does not provide for retirement / postretirement benefits in the form of Gratuity.

Share Based Compensation:

The Company does not provide any equity-based compensation to its employees.

1.9. Foreign Currency Transactions

Transactions in foreign currencies are recognized at the prevailing exchange rate on the transactions date Realized gain and losses on settlement of foreign currency transactions are recognized in the statement of Profit and Loss. Foreign Currency denominated monetary assets and liabilities at year end are translated at the year-end exchange rates and the resultant exchange difference is recognized in the statement of profit and Loss Non-monetary foreign currency items are carried at cost.

1.10. Taxation

In view of completion of assessment under MVAT provision for the MAT Tax shall and hence Current tax has not been provide Any how the liability if any determined by the MVAT department on the basis of search shall be P [provided in the year of actual determination The current Tax is determined as the amount of tax payable in respect of taxable income for the tear using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheets date.

1.11. Earnings per Share

Basis earnings per share (EPS) is calculated by dividing the net Profit or loss after tax for period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.12. Cash and Cash Equivalents

In the cash flow statement cash and cash equivalents includes cash in hand Fixed Deposits and other short-term with banks

1.13. Contingent Liability

As reported by the company there is no contingent Liability against the Company

1.14. Related Party Discloser

During the year there is no transaction with related party All purchase and sales have been done in regular course of business and none of the directors or their relatives are directly or indirectly related with the parties with whom the company has transacted during the year.

1.15. Earnings per Share as per Accounting Standard 20.

	31.3.2016	31.3.2015
Numerator for basis and diluted earnings per share		
Net Profit / (Loss) after tax for the year (a)	326365	841258
Denominator for basis and diluted earning per share		
Weight average number of share	9988200	9988200
Basic and diluted Earning per Share (a)/(b)	0.33	0.09
Face Value of Share	10	10

For S.S. Agarwal & Co.
Chartered Accountants
F. R. No. 312054E

Place : Mumbai
Date : 30th May, 2016

(S.S. Agarwal)
Proprietor
M. No. 050521

UNITECH INTERNATIONAL LTD.

Name of the Company: UNITECH INTERNATIONAL LIMITED

Regd Office: Office No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. RD., Opp. Jai Bhandhu Bldg, Ghatkopar (East) ,Mumbai – 400 077.

CIN: L99999MH1994PLC082810

Tel: 022-21022523, Email: unitech.international1@gmail.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1.Name: _____

Address: _____

Email Id: _____

Signature: _____ or failing him

2.Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of Unitech International Limited to be held on Friday the 30th September, 2016 at 02.30 a.m. at No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. road, Opp. Jai Bhandhu Bldg, Ghatkopar (East), Mumbai – 400 077 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2016.
2.	Appointment of Mr. Dhruv Desai (DIN: 00493960), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Adoption of M/s S S Agarwal, Chartered Accountants, as Auditor of the Company.

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

UNITECH INTERNATIONAL LTD.

UNITECH INTERNATIONAL LIMITED

Regd Office: Office No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. RD., Opp. Jai Bhandhu Bldg, Ghatkopar (East) ,Mumbai – 400 077.

CIN: L99999MH1994PLC082810

ATTENDANCE SLIP

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)

Name and Address of Shareholder	
No. of Shares	
Folio No.	
Client ID	
Signature	

I hereby record my presence at the 21st Annual General Meeting of the Company at **Office No. 1 & 2, Plot No. 353 A, TPS-III, Garodia Nagar, 90ft. RD., Opp. Jai Bhandhu Bldg, Ghatkopar (East) ,Mumbai – 400 077**, Friday 30th September, 2016 at 2.30 p.m.

Signature of the Shareholder or Proxy

Email Address:

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

IF UNDELIVERED PLEASE RETURN TO:

*Unitech International Limited
Regd. Office: Office No. 1 & 2,
Plot No. 353 A, TPS-III, Garodia Nagar,
90ft. RD., Opp. Jai Bhandhu Bldg,
Ghatkopar (East), Mumbai – 400 077*

UNITECH INTERNATIONAL LTD.

