

UNITECH INTERNATIONAL LIMITED

CIN: L99999MH1994PLC082810

22nd ANNUAL REPORT

2016-17

UNITECH INTERNATIONAL LTD.

BOARD OF DIRECTORS

Mr. Dhruv Desai – Managing Director
Mr. Joseph Mathoor – Non Executive Director
Mrs. 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

Link Intime India Pvt. Ltd.
C-101,247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 063.

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NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the **22nd Annual General Meeting** of the Members of the Company **Unitech International Limited** will be held on **Thursday the 28th September, 2017 at 10.00 A.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, 2017, 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: 04th September, 2017

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.	3,00,000
Number of meetings of the Board of Directors attended during the FY 2016-2017.	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 **21st September, 2017 to 28th September, 2017** (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, **Link Intime India Private Limited**, C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 063.
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

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Wednesday, 27th September, 2017 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 **Monday the 25th September, 2017 at 9.00 a.m.** and will end on **Wednesday, 27th September, 2017 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 **21st September, 2017**, 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 **21st September, 2017**.

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 **25th September, 2017** at 9.00 a.m. and ends on Thursday the **27th September, 2017** 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 **21st September, 2017** 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:

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	For Members holding shares in Demat Form and Physical Form
PAN	<p>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.</p> <p>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.</p>
Dividend Bank Details	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.
OR Date of Birth (DOB)	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).

(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. 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.

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(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: 4th September, 2017

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

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

**To,
The Members,
Unitech International Limited**

Your Directors have pleasure of presenting before you the 22nd Annual Report of your Company along with the Audited Accounts of the Company for the financial year ended 31st March 2017. 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, 2017 is summarized below:

PARTICULARS	YEAR ENDED <u>31/03/2017</u>	YEAR ENDED <u>31/03/2016</u>
Total Revenue	Rs.1,36,13,26,281/-	Rs.1,25,48,24,367/-
Profit Before Interest, Depreciation & Tax	Rs.2,05,33,491/-	Rs.1,74,78,553/-
Depreciation for the year	Rs.90,95,699/-	Rs.1,00,25,643/-
Interest Cost	Rs.1,14,37,792/-	Rs.74,52,910/-
Profit Before Taxation	Rs.43,05,198/ -	Rs.32,63,653/-
Provision for Income Tax	Rs.(7,90,000)/-	Rs.(6,85,266)/-
Provision for Deferred Tax	Rs.(4,91,998)/-	Rs.6,02,980/-
MAT Credit Entitlement availed	Rs.(10,01,950)/-	Rs.(2,30,299)/-
Profit After Taxation	Rs.20,45,077/-	Rs.29,51,067/-
Add: Profit Brought Forward from	Nil	Nil
Less: Dividend Including Dividend	Nil	Nil
Balance carried to Balance Sheet	Nil	Nil

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2. OPERATIONS:

The Company has made Profit of Rs.20,45,077/- 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 are glad to inform you that, during the year company has started production of plastic polymer & regenerated monomer which is consumed by various chemicals and plastic industries and 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.	Mrs. 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 2016 – 2017.

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.

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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 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

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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, Mrs. Grace Jose Mathoor, and Mr. Thomas Joseph as Directors of the company.

b) Board Meetings:

The Board of Directors of the Company met 4 times during the year 2016- 2017. 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 2016- 2017.

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

d) Board Committees

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

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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.

13. AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board.

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 2016-17 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.

17. 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.

18. 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.

19. FINANCE:

Cash and cash equivalents as at March 31, 2017 was Rs. 2,26,92,320 (in earlier it was Rs.2,52,78,587).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.

20. 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:

UNITECH INTERNATIONAL LTD.

a) No. of complaints received: NIL

b) No. of complaints disposed: NIL

21. INDUSTRIAL RELATIONS:

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

22. 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 2017.

23. 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.

24. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary during the year.

25. 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 2017 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."

26. 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.

27. 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 2016-17. 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 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.

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

4. The Company has 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 3, 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 possesses requisite expertise and is taking appropriate step to comply with the said qualification.

4. 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.

28. 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.

UNITECH INTERNATIONAL LTD.

By Order of the Board

For Unitech International Limited

Sd/

Dhruv Desai

Managing Director

DIN: 00493960

Date: 4th September, 2017.

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

"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, 2017.

[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	66.21
2	Acrylic Plastics & Engineering Plastics	39	33.79

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III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A					

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01st April, 2015)				No. of Shares held at the end of the year(31st March, 2016)				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	3133000	0	3133000	31.02	3133000	0	3133000	31.02		
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	
d) Bank/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)										
(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										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	
b) Banks/FI	0	0	0	0	0	0	0	0	0	
C)Central govt	0	0	0	0	0	0	0	0	0	

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d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies corporate	238604	100000	338604	3.3523	1524223	100000	0	1624223	16.0803	0
i) Indian	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs.2 lakhs	1898884	733200	2632084	26.058	1270943	733200	0	2004143	19.8416	6.2168
ii) Individuals shareholders holding										
										-

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nominal share capital in excess of Rs. 2 lakhs	2449600	886400	3336000	33.0274	2055764	519300	2575064	25.4939	7.5335	
c)Others (specify)										
NRI	661012	0	661012	6.5442	764270	0	764270	7.5665		
SUB TOTAL (B)(2):	5248100	1719600	6967700	68.9823	5615200	1352500	6967700	68.9823	0	
Total Public Shareholding (B)=(B)(1) +(B)(2)	5248100	1719600	6967700	68.9823	5615200	1352500	6967700	68.9823	0	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	-	
Grand Total (A+B+C)	8381100	1719600	10100700	100	8748200	1352500	10100700	100	-	

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(ii) Share Holding Of Promoters

SR. No.	Shareholder's 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 Rajesh	2432500	24.08	0	2432500	24.08	0	No Change
	Total	3133000	31.017	0	3133000	31.017	0	No Change

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

SR. 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 /End of the year	% of total shares of the company	Date of Transaction	Increase / Decrease in shareholding	Reason	Number of Shares	Percentage of total shares of the company
1.	Arihant Capital Mkt. Ltd	3000	0.0297	-	-	-	3000	0.0297
				08 Apr 2016	(1000)	Transfer	2000	0.0198
				01 Jul 2016	600	Transfer	2600	0.0257
				08 Jul 2016	(600)	Transfer	2000	0.0198
				29 Jul 2016	100	Transfer	2100	0.0208
				05 Aug 2016	118	Transfer	2218	0.0220
				02 Sep 2016	17882	Transfer	20100	0.1990
				09 Sep 2016	59823	Transfer	79923	0.7913
				16 Sep 2016	(41439)	Transfer	38484	0.3810
				23 Sep 2016	51545	Transfer	90029	0.8913
				30 Sep 2016	94187	Transfer	184216	1.8238
				07 Oct 2016	211505	Transfer	395721	3.9178
				14 Oct 2016	89105	Transfer	484826	4.7999
				21 Oct 2016	126719	Transfer	611545	6.0545
				28 Oct 2016	167110	Transfer	778655	7.7089
				04 Nov 2016	45885	Transfer	824540	8.1632
				11 Nov 2016	40434	Transfer	864974	8.5635
				18 Nov 2016	(1290)	Transfer	863684	8.5507
				25 Nov 2016	501	Transfer	864185	8.5557
				02 Dec 2016	54088	Transfer	918273	9.0912
				09 Dec 2016	40599	Transfer	958872	9.4931
				16 Dec 2016	(22290)	Transfer	936582	9.2724

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				23 Dec 2016	31625	Transfer	968207	9.5855
				30 Dec 2016	(661)	Transfer	967546	9.5790
				06 Jan 2017	15385	Transfer	982931	9.7313
				13 Jan 2017	33708	Transfer	1016639	10.0650
				20 Jan 2017	(26900)	Transfer	989739	9.7987
				27 Jan 2017	(17155)	Transfer	972584	9.6289
				03 Feb 2017	20186	Transfer	992770	9.8287
				17 Feb 2017	39185	Transfer	1031955	10.2167
				24 Feb 2017	7564	Transfer	1039519	10.2916
				03 Mar 2017	24586	Transfer	1064105	10.5350
				10 Mar 2017	2598	Transfer	1066703	10.5607
				17 Mar 2017	21790	Transfer	1088493	10.7764
				24 Mar 2017	(67723)	Transfer	1020770	10.1059
				31 Mar 2017	11651	Transfer	1032421	10.2213
2.	ASE Capital Markets Limited.	0	0	-	-	-	-	0.0000
				17 Jun 2016	1000	Transfer	1000	0.0099
				16 Sep 2016	91006	Transfer	92006	0.9109
				23 Sep 2016	(9070)	Transfer	82936	0.8211
				30 Sep 2016	(4996)	Transfer	77940	0.7716
				07 Oct 2016	(22613)	Transfer	55327	0.5478
				14 Oct 2016	35146	Transfer	90473	0.8957
				21 Oct 2016	(11175)	Transfer	79298	0.7851
				28 Oct 2016	34400	Transfer	113698	1.1256
				04 Nov 2016	(6411)	Transfer	107287	1.0622
				11 Nov 2016	52045	Transfer	159332	1.5774
				18 Nov 2016	29410	Transfer	188742	1.8686
				25 Nov 2016	13869	Transfer	202611	2.0059
				02 Dec 2016	(2119)	Transfer	200492	1.9849
				09 Dec 2016	(14861)	Transfer	185631	1.8378
				16 Dec 2016	21283	Transfer	206914	2.0485
				23 Dec 2016	6210	Transfer	213124	2.1100
				30 Dec 2016	55171	Transfer	268295	2.6562
				06 Jan 2017	42599	Transfer	310894	3.0779
				13 Jan 2017	16842	Transfer	327736	3.2447
				20 Jan 2017	(2317)	Transfer	325419	3.2217
				27 Jan 2017	(14007)	Transfer	311412	3.0831
				03 Feb 2017	(1788)	Transfer	309624	3.0654
				17 Feb 2017	7742	Transfer	317366	3.1420
				24 Feb 2017	16020	Transfer	333386	3.3006

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				03 Mar 2017	(2085)	Transfer	331301	3.2800
				10 Mar 2017	1000	Transfer	332301	3.2899
				17 Mar 2017	5244	Transfer	337545	3.3418
				24 Mar 2017	2889	Transfer	340434	3.3704
				31 Mar 2017	(4508)	Transfer	335926	3.3258
3.	Devang Satish Mehta	0	0	-	-	-	-	-
				30 Dec 2016	216100	Transfer	216100	2.1395
4.	Mayur Manubhai Shah	0	0.0000	-	-	-	-	-
				07 Oct 2016	31600	Transfer	31600	0.3128
				28 Oct 2016	1306	Transfer	32906	0.3258
				11 Nov 2016	3639	Transfer	36545	0.3618
				18 Nov 2016	6000	Transfer	42545	0.4212
				02 Dec 2016	1300	Transfer	43845	0.4341
				09 Dec 2016	1201	Transfer	45046	0.4460
				16 Dec 2016	103417	Transfer	148463	1.4698
				06 Jan 2017	8247	Transfer	156710	1.5515
				13 Jan 2017	(1495)	Transfer	155215	1.5367
				20 Jan 2017	(14990)	Transfer	140225	1.3883
				27 Jan 2017	(5550)	Transfer	134675	1.3333
				03 Feb 2017	13851	Transfer	148526	1.4705
				17 Feb 2017	26927	Transfer	175453	1.7370
				24 Feb 2017	4616	Transfer	180069	1.7827
				24 Mar 2017	7460	Transfer	187529	1.8566
5.	Rajendra Rajaram Dhole	150000	1.4850	-	-	-	150000	1.4850
6.	Karan Singh Thandi	202586	2.0057	-	-	-	202586	2.0057
				23 Sep 2016	(17500)	Transfer	185086	1.8324
				07 Oct 2016	(36000)	Transfer	149086	1.4760

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7.	Kirti Desai	125000	1.2375	-	-	-	125000	1.2375
8.	Bhikhubhai N Padsala	105000	1.0395	-	-	-	105000	1.0395
9.	Jaihind Synthetics Ltd	100000	0.9900	-	-	-	100000	0.9900
10.	Jagdish H Mehta	97500	0.9653	-	-	-	97500	0.9653
11.	Shibu Ponnampallil Varghese	110000	1.0890	-	-	-	110000	1.0890
				17 Jun 2016	(3000)	Transfer	107000	
				24 Jun 2016	(7000)	Transfer	100000	
				30 Jun 2016	(15000)	Transfer	85000	
				23 Sep 2016	15000	Transfer	100000	
				06 Jan 2017	(15000)	Transfer	85000	
				27 Jan 2017	(10000)	Transfer	75000	
				03 Feb 2017	(25000)	Transfer	50000	
				17 Feb 2017	(15000)	Transfer	35000	
12.	Ajay Singh Hooda	275000	2.7226	-	-	-	275000	2.7226
				22 Apr 2016	(5000)	Transfer	270000	2.6731
				03 Jun 2016	(17105)	Transfer	252895	2.5037
				10 Jun 2016	(2825)	Transfer	250070	2.4758
				15 Jul 2016	(150070)	Transfer	100000	0.9900
				29 Jul 2016	(87243)	Transfer	12757	0.1263
				05 Aug 2016	(12757)	Transfer	0	0.0000
13.	Devang Satish Mehta	216100	2.1395	-	-	-	-	-
				30 Dec 2016	(216100)	Transfer	0	0.0000
14	Sanjay Kumar	119300	1.1811	-	-	-	119300	1.1811
				22 Jul 2016	(1000)	Transfer	118300	1.1712
				28 Oct 2016	(1000)	Transfer	117300	1.1613
				04 Nov 2016	(5000)	Transfer	112300	1.1118
				11 Nov 2016	(17800)	Transfer	94500	0.9356

				25 Nov 2016	(16000)	Transfer	78500	0.7772
				02 Dec 2016	(50259)	Transfer	28241	0.2796
				09 Dec 2016	(16000)	Transfer	12241	0.1212
				16 Dec 2016	(12241)	Transfer	0	0.0000
15.	Vipul Panchal	114855	1.1371	-	-	-	114855	1.1371
				08 Apr 2016	3000	Transfer	117855	1.1668
				29 Apr 2016	1600	Transfer	119455	1.1826
				06 May 2016	1931	Transfer	121386	1.2018
				13 May 2016	3000	Transfer	124386	1.2315
				20 May 2016	5000	Transfer	129386	1.2810
				10 Jun 2016	5000	Transfer	134386	1.3305
				23 Sep 2016	12697	Transfer	147083	1.4562
				07 Oct 2016	(20000)	Transfer	127083	1.2582
				28 Oct 2016	(22000)	Transfer	105083	1.0404
				16 Dec 2016	(25000)	Transfer	80083	0.7928
				23 Dec 2016	(4500)	Transfer	75583	0.7483
				30 Dec 2016	(2000)	Transfer	73583	0.7285
				06 Jan 2017	(10000)	Transfer	63583	0.6295
				13 Jan 2017	(1000)	Transfer	62583	0.6196
				20 Jan 2017	(19606)	Transfer	42977	0.4255
				27 Jan 2017	(5000)	Transfer	37977	0.3760
				10 Feb 2017	(5000)	Transfer	32977	0.3265
				03 Mar 2017	(25074)	Transfer	7903	0.0782
				10 Mar 2017	(5750)	Transfer	2153	0.0213
				24 Mar 2017	(2153)	Transfer	0	0.0000

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	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	2432500	24.08

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	No change during the year	0	0	0	0
	At the end of the year	2432500	24.08	2432500	24.08

2.	Joseph Mathoor				
	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	2,60,71,901	7,78,84,105	-	10,39,56,006
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,60,71,901	7,78,84,105		10,39,56,006
Change in Indebtedness during the financial year	-	-	-	-
<input type="checkbox"/> Addition	2,26,59,049	1,55,81,106		3,82,40,155
<input type="checkbox"/> Reduction	-	-	-	-
Net Change	4,87,30,950	9,34,65,211	-	14,21,96,161

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	Grace Jose Mathoor		

UNITECH INTERNATIONAL LTD.

			(Non-Executive Director)			
	(a) Fee for attending board committee meetings	0	0	0		0
	(b) Commission	0	0	0		0
	(c) Others, please specify	0	0	0		0
	Professional service	3,00,000	6,43,566	3,02,400		12,45,966
	Total (2)	3,00,000	6,43,566	3,02,400		12,45,966
	Total B = (1+2)	0	0	0		0
	Total Managerial Remuneration	0	0	0		0
	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					

UNITECH INTERNATIONAL LTD.

By Order of the Board For Unitech International Limited

Sd/

Dhruv Desai

Managing Director

DIN: 00493960

Date: 4th September, 2017.

Place: Mumbai

"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)	
	2016-2017	2015-16
a) Foreign Exchange earnings:		
FOB Value of export	Nil	Nil
b) Foreign Earning outgo:		
CIF Value of Import	176.33	117.78
Traveling Expenses	Nil	Nil

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

Date: 04th September, 2017.

Place: Mumbai

UNITECH INTERNATIONAL LTD.

"Annexure 3"

TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2017.

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, 2017, 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: 04th September, 2017.

Place: Mumbai

"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

UNITECH INTERNATIONAL LTD.

✓ 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.

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.

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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.
- 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.

UNITECH INTERNATIONAL LTD.

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: 04th September, 2017

Place: Mumbai

UNITECH INTERNATIONAL LTD.

"Annexure 5"

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

[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, 2017, 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, 2017 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;

UNITECH INTERNATIONAL LTD.

- (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;
- (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 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.

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

4. The Company has 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

UNITECH INTERNATIONAL LTD.

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.

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: 4th September, 2017

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: 4th September, 2017

Place: Mumbai.

UNITECH INTERNATIONAL LTD.

Independent Auditors' Report

To the Members of UNITECH INTERNATIONAL LIMITED Report on the Financial Statements

We have audited the accompanying financial statements of Unitech International Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give 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 Standards specified under Section 133 of the Act, read with Rule 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, 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.

Auditors' Responsibility

1. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.
3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements 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 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure 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 purposes 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) 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 knowledge and belief and according to the information and explanations given to us:

- i) The Company has disclosed the impact, if any, of pending litigations as at 31st March, 2017 on its financial position in its financial statements.
- ii) The Company has no long-term contracts as at 31st March, 2017 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at 31st March, 2017;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2017.

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

**Place : Mumbai
Date : 30th May, 2017**

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

UNITECH INTERNATIONAL LTD.

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of **Unitech International Limited** on the financial statements as of and for the year ended 31st March, 2017.

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme 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 the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification except the assets which were under the control of the previous bankers of the company and are under pending litigation.

ii. (a) The inventory excluding stocks with third parties has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)(a) and (iii)(b) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for

the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

vi. The Central Government of India has not specified the maintenance of cost records under subsection (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax and duty of custom which have not been deposited on account of any dispute.

(c) According to the information and explanations given to us no amount is required to be transferred to Investor Education and Protection Fund within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made there under.

viii. There are no accumulated losses as at the end of the financial year and the company has not incurred any cash losses during the financial year and in the immediately preceding financial year.

ix. According to the information and explanation given to us, as also on the basis of books and records examined by us, the company has not defaulted in the repayment of dues to bank during the year. Since there is no borrowing from the Financial Institution nor any debentures have been issued by the company, the question of commenting on whether the company has defaulted in repayment of dues of financial s the Company does not have any borrowings from any financial institution or debenture holders does not arise as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

UNITECH INTERNATIONAL LTD.

- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. The Company has raised term loans from Bank of Maharashtra which is within the limit, the provisions of Clause 3(xi) of the Order are also applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

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

**Place: Mumbai
Date: 30th May, 2017**

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

Unitech International Ltd
Balance Sheet as at 31st March, 2017

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
		Rs.	Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	99,882,000	99,882,000
(b) Reserves and surplus	4	21,673,782	19,887,881
Total (1)		121,555,782	119,769,881
2 Share application money pending allotment		-	-
Total (2)		-	-
3 Non-current liabilities			
(a) Long-term borrowings	5	91,342,686	78,001,740
(b) Deferred tax liabilities (net)	6	-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
Total (3)		91,342,686	78,001,740
4 Current liabilities			
(a) Short-term borrowings	7	52,701,350	27,262,343
(b) Trade payables	8	163,363,548	253,797,645
(c) Other current liabilities	9	5,069,696	3,665,392
(d) Short-term provisions	10	1,711,587	1,104,097
(e) Advance From Customer		-	-
Total (4)		222,846,181	285,829,477
TOTAL(1+2+3+4)		435,744,650	483,601,098
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	141,370,702	116,937,630
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		141,370,702	116,937,630
(b) Non-current investments		-	-
(c) Deferred tax assets (net)	6	147,600	639,598
(d) Long-term loans and advances		-	-
(e) Other non-current assets	12	918,201	974,778
Total (1)		1,065,801	1,614,376
2 Current assets			
(a) Current investments		-	-
(b) Inventories	13	100,388,128	54,289,969
(c) Trade receivables	14	165,260,477	279,823,895
(d) Cash and cash equivalents	15	22,692,320	25,278,587
(e) Short-term loans and advances	16	4,967,221	5,656,643
(f) Other current assets		-	-
Total (2)		293,308,146	365,049,093
TOTAL(1+2)		435,744,650	483,601,098
See accompanying notes forming part of the financial statements from Note 1 to 22			

In terms of our report attached.
For S. S. Agarwal & Co
Chartered Accountants
FRN :- 312054E

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

SD/-

SD/-

SD/-

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

Dhruv Desai
(Director)
DIN:- 00493960

Joseph Kuriakose
(Director)
DIN:-02087812

Place : Mumbai
Date : 30th May 2017

Unitech International Ltd
Statement of Profit and Loss for the year ended 31st March, 2017

Particulars		Note No.	For the year ended	For the year ended
			31st March, 2017	31st March, 2016
			Rs.	Rs.
A	CONTINUING OPERATIONS			
1	Revenue from operations (Net)	17	1,359,594,142	1,253,379,103
	Other Income		1,732,140	1,445,264
2	Total revenue (1+2)		1,361,326,281	1,254,824,367
3	Expenses			
	(a) Cost of Goods Sold	18	1,321,405,328	1,219,785,560
	(b) Employee Benefits	19	1,629,692	2,564,220
	(c) Finance costs	20	11,437,792	7,452,910
	(d) Depreciation and amortisation expense	11	9,095,699	10,025,643
	(e) Direct Expense	21	4,027,429	2,835,980
	(f) Other expenses	22	9,425,144	8,896,400
	Total expenses		1,357,021,083	1,251,560,714
4	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		4,305,198	3,263,653
5	Exceptional items		-	-
6	Profit / (Loss) before extraordinary items and tax (5 ± 6)		4,305,198	3,263,653
7	Extraordinary items		-	-
8	Profit / (Loss) before tax (7 ± 8)		4,305,198	3,263,653
9	Tax expense:			
	(a) Current tax expense for current year		(1,791,950)	-919,348
	(b) Excess Provision relating to prior year		23,826	3,783
	(c) Deferred tax Assets		-491,998	602,980
			(2,260,122)	-312,585
10	Profit / (Loss) from continuing operations (9 ±10)		2,045,077	2,951,067
	See accompanying notes forming part of the financial statements from Note 1 to 22			

In terms of our report attached.

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

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

SD/-

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

SD/-

Dhruv Desai
(Director)
DIN:- 00493960

SD/-

Joseph Kuriakose
(Director)
DIN:-02087812

Place : Mumbai
Date : 30th May 2017

Unitech International Ltd
Notes forming part of the financial statements

Note 3 Share capital

Particulars	As at 31st March,2017		As at 31st March, 2016	
	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,2017		As at 31st March,2016	
	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,2017		As at 31st March, 2016	
	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	

Note 4 Reserves and surplus

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	19,887,881	15,061,861
Add: Profit / (Loss) For The Year	2,045,077	2,951,067
Add: M.A.T. Credit Utilised	-259,176	1,874,952
Closing balance	21,673,782	19,887,881
Total	21,673,782	19,887,881

Note 5 Long Term Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2017
	Non Current Portion		Current Maturities
	Rs.	Rs.	Rs.
Unsecured Borrowings	89,494,811	77,884,105	3,970,400
Indian Rupee Loan From Financial Institutions & Bank	1,847,875	117,635	677,516
Total	91,342,687	78,001,740	4,647,916
The Above Amount Includes	-	-	
Indian Rupee Loan From Financial Institutions	-	-	3,970,400
Amount Disclosed Under The Head "Short Term Borrowing" (Note No. 07)			3,970,400
Total	-	-	

- 1 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, 0
- 2 Indian Rupee loan from Bank carries interest @ 9% p.a. The loan is repayable in 30 monthly installments of Rs.47,750/- each along with interest from the date of loan, viz, 01 November 2014.
- 3 Indian Rupee loan from Financial Institutions carries interest @ 19.50 % p.a. The loan is repayable in 24 monthly installments of Rs.1,98,203/- each along with interest from the date of loan, vi
- 4 Indian Rupee loan from Financial Institutions carries interest @ 18.28 % p.a. The loan is repayable in 18 monthly installments of Rs.1,92,133/- each along with interest from the date of loan, vi

Note 6 Deferred Tax (Liability)/Asset

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Deferred Tax (Liability) / Asset		
<u>Tax Effect Of Items Constituting Deferred Tax Liability</u>		
On Difference Between Book And Tax Depreciation & Book Loss	-491,998	1,951,391
Tax Effect Of Items Constituting Deferred Tax Assests	-	602,980
Opening Balance	639,598	36,618
Net deferred tax (liability) / asset	147,600	639,598

Note 7 Short Term Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Cash Credit From Banks (Secured)	48,053,434	26,071,901
Secure Borrowings	677,516	329,941
	48,730,950	26,401,842
Unsecure Borrowings	3,970,400	860,501
Total	52,701,350	27,262,343

Cash Credit from Bank carries interest @ 12.70% p.a. and is repayable on demand. The Cash Credit is secured by hypothecation of inventory and trade receivables

Note 8 Trade payables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Micro, Small And Medium Enterprises #		-
Others	163,363,548	253,797,645
Total	163,363,548	253,797,645

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating amounts unpaid as at the year end together with interest paid / payable under this Act have not been given.

Note 9 Other current liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
(a) Outstanding Expenses	4,024,459	2,094,372
(b) T.D.S. Payable	226,307	102,667
(c) Professional Tax	16,025	18,650
(d) M.V.A.T. Payble	802,905	1,449,703
Total	5,069,696	3,665,392

Note 10 Short Term Provision

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Income Tax	1,711,587	1,104,097
Total	1,711,587	1,104,097

Note:11 Fixed Assets.

ASSET	Gross Block				Depreciation				Net Block		Other		
	MACHINERY AT COST	ADDITIONS DURING THE YEAR	SALES DEDUCTIONS AND ADJ. DURING THE YEAR	AT COST OR BOOK VALUE UPTO 31-03-2017	TOTAL DEPRECIATION UPTO 31-03-2016	DEPRECIATION FOR THE PERIOD	WRITTEN BACK ON ASSETS SOLD OR DISCARDED	TOTAL DEPRECIATION /LAND PREMIUM UPTO 31-03-2017	NET BLOCK AS ON 31-03-2017	NET BLOCK AS ON 31-03-2016	OLD RATE OF DEP.	Residual Value	Rate of Depreciation
Building -Office Premises													
Factory Building	107,306,481	-	-	107,306,481	29,297,352	8,667,681	-	37,965,033	69,341,448	78,009,129	5%	5,365,324	25
	107,306,481			107,306,481	29,297,352	8,667,681		37,965,033	69,341,448	78,009,129		5,365,324	
Computers & Printers													
Computer & I T Equipments	162,974	-	-	162,974	154,825	-	-	154,825	8,149	8,149	40%	8,149	-
Computer & I T Equipments	9,905	-	-	9,905	9,410	-	-	9,410	495	495	40%	495	-
Computer & I T Equipments	8,657	-	-	8,657	8,224	-	-	8,224	433	433	40%	433	-
	181,536			181,536	172,459			172,459	9,077	9,077			
Other Assets													
Electrical Fitting	39,000	-	-	39,000	21,891	5,381	-	27,272	11,728	17,109	-	1,950	31
Motor Bike	64,000	-	-	64,000	38,594	9,668	-	48,262	15,738	25,406	-	3,200	38
Motor Vehicle	722,527	-	-	722,527	313,738	143,114	-	456,852	265,675	408,789	-	36,126	35
Motor Vehicle	-	3,244,679	-	3,244,679	-	-	-	-	3,244,679	-	-	162,234	32
Furniture & Fixture	1,130,760	-	-	1,130,760	444,901	269,854	-	714,755	416,006	685,859	-	56,538	39
Office Equipment	681,419	-	-	681,419	647,348	-	-	647,348	34,071	34,071	-	34,071	-
	2,637,706			5,882,386	1,466,472	428,018		1,894,490	3,987,896	1,171,234		294,119	
Non Depreciable Assests													
Acchad Godown	209,675	-	-	209,675	-	-	-	-	209,675	209,675	-	-	-
Land	440,732	-	-	440,732	-	-	-	-	440,732	440,732	-	-	-
Plant & machinery	1,688,586	-	-	1,688,586	-	-	-	-	1,688,586	1,688,586	-	-	-
Plant & machinery	35,209,198	-	-	35,209,198	-	-	-	-	35,209,198	35,209,198	-	-	-
Plant & machinery	200,000	-	-	200,000	-	-	-	-	200,000	200,000	-	-	-
Plant & machinery	-	30,284,091	-	30,284,091	-	-	-	-	30,284,091	-	-	-	-
	37,748,191			68,032,281					68,032,281	37,748,190			
Total depreciation	147,873,914			181,402,684	30,936,283	9,095,699		40,031,982	141,370,702	116,937,630		5,659,443	

Note 12 Other non-current assets

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Balance With Revenue Authority Deposit	- 918,201	5,025 969,753
Total	918,201	974,778

Note 13 Inventory

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Stock - In - Trade	100,388,128	54,289,969
Total	100,388,128	54,289,969

Note 14 Trade Receivable

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Trade Receivables		
Trade Receivables Outstanding For A Period Exceeding Six Months From The Date They Were Due For Payment #	5,257,050	31,692,880
Other Trade Receivables	160,003,427	248,131,014
Total	165,260,477	279,823,895

Note 15 Cash and cash equivalents

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
(a) Cash On Hand	150,550	904,902
(b) Cheques, Drafts On Hand	-	5,990,113
(c) Balances With Banks	235,935	158,709
(d) Fixed Deposit With Banks	21,081,229	17,000,255
(e) In Bank Guantee Marqin	1,224,607	1,224,607
Total	22,692,320	25,278,587

Note 16 Short Term Loans and Advances

Particular	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Advance From Suppliers	3,020,755	2,698,000
Other Loans And Advances	-	128,071
Balance With Revenue Authority	1,562,940	1,185,919
M.A.T. Credit Entitlement	383,527	1,644,653
Total	4,967,221	5,656,643

Note 17 Other Income

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Interest Against F.D.	1,107,560	1,117,065
Balance W/o	608,740	328,199
Foreign Exchange Profit	15,840	
Total	1,732,140	1,445,264

Note18 Cost of Goods Sold

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
Opening Stock	54,289,969	26,995,414
Add:- Purchase	1,367,503,487	1,247,080,115
Less: Closing Stock	100,388,128	54,289,969
		-
Total	1,321,405,328	1,219,785,560

Note 19 Employees & Other Overheads

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Salary Allowance & Waqes	1,572,901	2,559,800
Staff Wefare Expenses	56,791	4,420
Total	1,629,692	2,564,220

Note 20 Finance costs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
(a) Interest Expense On:		
(i) Borrowings	7,035,879	2,847,458
(ii) Trade Payables		-
(iii) Others		
- Interest On T.D.S.	27,184	-
- Interest On Car Loan	74,975	63,776
- Others	4,299,754	4,541,676
(b) Other Borrowing Costs		-
(c) Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)		-
Total	11,437,792	7,452,910

Note 21 Direct Expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Custom Duty	4,027,429	2,835,980
Net (Increase) / Decrease	4,027,429	2,835,980

Note 22 Other Expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rs.	Rs.
Annual Listing Fees	368,421	327,770
AGM Meeting Charges	14,495	-
Payment To auditor Annexure 22(I)	703,100	451,000
Clearing, Transport & Sweeping Exp	3,169,198	3,939,882
Clearing Agent Commission	103,617	256,324
Computer Maintenance Charges	3,472	15,825
Conveyance Charges	35,178	-
Courier Charges	60,922	28,574
Credit Rating Charges	-	206,100
Director Remuneration	1,245,966	300,000
Exchange Rate Diff	-	187,696
Electricity Charges	303,477	69,220
Insurance Charges	28,695	38,074
Import License Fees	-	8,000
Filing Fees	1,030	18,800
Motor Car Exp	12,427	20,874
Fire Exp	10,736	-
Loss by Fire	608,740	-
Printing & Stationery	28,300	16,615
Professional Fees	600,861	365,333
Professional & Taxes	-	7,500
Share Registrar Charges	62,097	61,620
Rates & Taxes	44,956	30,120
Rent	1,851,120	1,745,281
Repairs And Maitaince	-	324,643
Office Maintenance Exp & Mis Exp	134,509	244,484
Tender Charges	-	50,000
Interest On CST	3,680	5,307
Telephone & Internet Charge	30,147	35,102
Travelling Include Foreign Travelling	-	142,256
Total	9,425,144	8,896,400

Note 22(i)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	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	503,100	251,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
Reimbursement Of Expenses	-	-
Total	703,100	451,000

UNITECH INTERNATIONAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

	For the year ended 31st March, 2016	For the year ended 31st March, 2017
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	3263653	4305198
Adjustment for :		
Depreciation	10,025,643	9,095,699
Provision for Doubtful Debts	-	-
Interest paid		
Interest received (Gross)	-	-
Insurance Claim/M.Vat Adj	1,874,952	197,473
Misce. Expenditure w/off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	15,164,248	13,598,370
Adjustment for changes:		
Trade and Other Receivable	(28,576,940)	114,563,418
Inventories	(27,294,555)	(46,098,159)
Trade and Other Payable	41,216,729	(90,434,097)
CASH GENERATED FROM OPERATIONS	509,482	(8,370,468)
Interest paid		
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	509,482	(8,370,468)
Extra Ordinary Item	3,502,705	-
Transfer to Reserve and Shares		
NET CASH FROM OPERATING ACTIVITIES	4,012,187	(8,370,468)
B. CASH FLOW INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Purchase of Investment	-	-
Interest received (Gross)	-	-
Dividend Received	-	-
NET CASH FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Equity Shares Capital	-	-
Proceeds from long term Borrowing	7,019,268	7,019,268
Public Issued Expenses	-	-
Preliminary Expenses	(602,980)	(602,980)
Repayment of Long Term Debts	(632,091)	(632,091)
NET CASH USED IN FINANCING ACTIVITIES	5,784,197	5,784,197
NET INCREASE / DECREASE IN CASH & CASH & CASH EQUIVALENTS	9,796,384	(2,586,271)
OPENING BAL. OF CASH EQUIVALENTS	15,482,205	25,278,590
CLOSING BAL. OF CASH & CASH EQUIVALENTS	25,278,590	22,692,320

Figures in brackets indicates outflow

For on behalf of the Board of Directors

Dhruv R. Desai

Place : Mumbai.

Date : 30th May, 2017

Note to the Financial Statements for the year ended March 31 2017

Note 1 : Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 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 Standards 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 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 statements in conformity with the generally accepted accounting principles in India requires, the Management to make estimates 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 use din preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual and the estimates are recognised in the periods in which the actuals are known/ materialized.

1.3 Fixed Assets – Depreciation and Amortizations

i. Fixed assets are stated at acquisition costless accumulated depreciation/amortization and accumulated impairment, if any. All direct costs are capitalised including freight, duties,

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taxes and expenses incidental to acquisition and installation of fixed assets. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items 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 recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains and losses arising from disposal of fixed assets which are carried at cost are recognised 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 period 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 estimated 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. Asset Useful Life The assets of the company are disputed with the banks for which the matter is in dispute and hence the same has not been taken into consideration and the life of the asset has not been estimated for the purpose of depreciation.

iv. Intangible Assets Intangible Assets comprise of Goodwill, Trademarks, Copyrights and Technical Knowhow. Goodwill and other Intangible Assets are amortised 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 estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

1.6 Revenue Recognition

Sales are recognised when all the significant risks 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 discounts, rebates, sales tax/value added tax and excise duty on outsourced products.

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 are liable estimate 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 Standard 29 - 'Provisions, Contingent Liabilities and Contingent Assets' is made.

2) During the year there was a search in the premises of the company by the Sales Tax 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 company 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, Employee's 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/post retirement 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 rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions

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are recognised in the Statement of Profit and Loss. Foreign currency denominated monetary assets and liabilities at the year end are translated at the year-end exchange rates, and the result and exchange difference is recognised 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 paid shall be adjusted against the actual tax Liability. Hence the provision for current tax has been made based on the same and has been provided for.

1.11 Earnings Per Share

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

1.13 Cash and Cash Equivalents

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

1.14 Contingent Liability

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

1.15 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.

1.16 Earning per Share as per Accounting Standard 20

	31.3.2017	31.3.2016
Numerator for basic and diluted earning per share		
Net Profit/(Loss) after tax for the year (a)	43,05,198	32,63,653
Denominator for basic and diluted earnings per share		
Weighted average number of shares	9988200	9988200
Basic and Diluted Earnings per Share (a)/(b)	0.430	0.330
Face Value of Share	10	10

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

**Place : Mumbai
Date : 30th May, 2017**

**(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 22nd Annual General Meeting of Unitech International Limited to be held on Thursday the 28th September, 2017 at 10.00 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 31 st March, 2017.
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..... 2017

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 22nd 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**, Thursday 28th September, 2017 at 10.00 a.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*

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