

19th

ANNUAL REPORT

2013-14

UNITECH INTERNATIONAL LIMITED

CIN No.: L99999MH1994PLC082810

BOARD OF DIRECTORS

DIRECTORS : DHRUV DESAI - Executive Director
 JOSEPH MATHOOR - Non- Executive Director
 JAGDISHCHANDRA GHUMARA - Independent Director
 PANKAJ MEHTA - Independent Director
 REYNOLD MISQUITTA - Independent Director

AUDITORS : S.S. Agarwal & Co.
 Chartered Accountants

Bankers : Bank of Maharashtra

REGISTERED
OFFICE : A/19, ARUNODAY NIWAS, GANESH NAGAR
 RAWAL PADA, DAHISAR EAST
 MUMBAI - 400 068.

REGISTRAR
AND SHARE
TRANSFER AGENT: System Support Services
 209, Shivai Ind Estate,
 89, Andheri Kurla Road,
 Saki Naka, Andheri E,
 Mumbai - 400 072.

19TH ANNUAL GENERAL MEETING Date : 30 th September, 2014. Day : Tuesday Time : 10.00 a.m. Place : A/19, Arunoday Niwas, Ganesh Nagar Rawal Pada, Dahisar East, Mumbai - 400 068.	CONTENTS 1. Notice..... 2. Director's Report..... 3. Auditor's Report..... 4. Balance Sheet..... 5. Profit & Loss Account..... 6. Notes to Balance Sheet and Profit & Loss Account..... 7. Cash Flow Statement.....
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NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITECH INTERNATIONAL LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 10 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A/19,ARUNODAY NIWAS, GANESH NAGAR, RAWAL PADA, DAHISAR EAST, MUMBAI - 400 068 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2014 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2014 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Joseph Mathoor(Din-02087812) Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. S S Agarwal & Co., Chartered Accountants, (Membership No-050521) as the Statutory Auditor for the Financial Year 2014-15 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to decide their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. JAGDISHCHANDRA H. GHUMARA (DIN 00519468), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. PANKAJ MEHTA

(DIN 00821644), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. REYNOLD MISQUITTA (DIN 06419502), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to 31st March, 2017.”

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Dhruv Desai
Chairman

Registered Office:

A/19,Arunoday Niwas,
Ganesh Nagar
Rawal Pada, Dahisar East
Mumbai – 400 068.
Cin No.: L99999MH1994PLC082810

Date:14th August, 2014

PLACE: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of him self /herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total sharecapital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.
2. The Proxy Form to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Register of the Company shall remain closed from **Tuesday, the 23rd Day of September, 2014 to Tuesday the 30th Day September, 2014** (both days inclusive).
4. Members are requested to notify immediately, any changes in their address including e-mail address, if any, to the Company's Registrar & Transfer Agent, M/s. System Support Services at 209 Shivai Industrial Estate, Sainaka, Andheri Kurla Road, Mumbai- 400 072.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
7. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business as set out above is annexed.
8. As required under Clause 49 IV (G) of the Listing Agreement, details of the Directors, seeking appointment and re-appointment at the ensuing Annual general Meeting are as follows:

Name of Director	Mr.Jagdishchandra H. Ghumara	Mr. Pankaj Mehta	Mr. Reynold Misquitta
Date of Appointment	03/09/2011	03/04/2010	25/06/2013
Qualification	B.Com, Chartered Accountant	Graduate	HSC
Experience in specific functional area.	Accounts & Finance	Accounts	Marketing
Chairman / Member of the committee of other companies*	One	Nil	NIL

- Directorship of Other Private Companies are not considered.

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
10. In compliance with the 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 to the members the facility to exercise their right to vote at the 19TH Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice:

The procedure and instructions for the same are as follows:

1. 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 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services provided by Central Depository Services Limited (CDSL).
2. MANDAR PALAV, Practicing Company Secretary (Membership No. ACS - 27695), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

A) Step-by-Step procedure and instructions for casting your vote electronically are as under in case of members receiving e-mail:

Step-1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step-2: Click on "Shareholders" tab.

Step-3: Now, select UNITECH INTERNATIONAL LIMITED from the drop down menu and click on "SUBMIT"

Step-4: 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.

Step-5: Next enter the Image Verification as displayed and Click on Login.

Step-6: 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.

Step-7: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as 01/01/1990

Please enter any one of the details in order to login.

Step-8: After entering these details appropriately, click on "SUBMIT" tab.

Step-9: Members holding shares in physical form will then reach directly 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.

Step-10: For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

Step-11: Click on the EVSN for UNITECH INTERNATIONAL LIMITED on which you choose to vote.

Step-12: 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.

Step-13: Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step-14: 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.

Step-15: Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

Step-16: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step-17: If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step- 18: Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Step – 19: 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.

4. The voting period begins on 24nd September, 2014 at 9.00 am and ends on 26th September, 2014, at 6.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

5. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within three (3) working days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 30th September, 2014 and communicated to the Stock Exchange(s).

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Dhruv Desai
Chairman

Date: 14th August, 2014
Place: Mumbai

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

Mr. Jagdishchandra H Ghumara has joined the Board with effect from 03rd September 2011 as a Director of the Company. In the opinion of the Board, Mr. Jagdishchandra H. Ghumara fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Jagdishchandra H. Ghumara being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for the 3 consecutive year for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Jagdishchandra H. Ghumara as a candidate for the office of Director of the Company.

Mr. Jagdishchandra H. Ghumara is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has also received declarations from Mr. Jagdishchandra H. Ghumara that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Jagdishchandra H. Ghumara, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jagdishchandra H. Ghumara as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jagdishchandra H. Ghumara as an Independent Director for the approval by the shareholders of the Company.

Except Mr. Jagdishchandra H. Ghumara being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item No. 5:

Mr. Pankaj Mehta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 03rd April, 2010. In the opinion of the Board, Mr. Pankaj Mehta fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Pankaj Mehta being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for 3 (Three) Consecutive years for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Pankaj Mehta as a candidate for the office of Director of the Company. Mr. Pankaj Mehta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Pankaj Mehta that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Pankaj Mehta, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pankaj Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pankaj Mehta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pankaj Mehta being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

Mr. Reynold Misquitta is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 25th June, 2013. In the opinion of the Board, Mr. Reynold Misquitta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

As per the provision of Section 149(10) and any other applicable provision of Companies Act, 2013 Mr. Reynold Misquitta being eligible and offering himself for re-appointment is proposed to be appointed as an Independent Director for 3 (Three) Consecutive years for term upto 31st March, 2017. A notice has been received from a member proposing Mr. Reynold Misquitta as a candidate for the office of Director of the Company.

Mr. Reynold Misquitta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Reynold Misquitta that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Reynold Misquitta, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Reynold Misquitta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Reynold Misquitta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Reynold Misquitta being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Dhruv Desai
Director

Sd/-
Joseph Mathoor
Director

Date: 14th August, 2014
Place: Mumbai

DIRECTORS' REPORT TO THE SHAREOWNERS

Dear Members,

Yours Directors have pleasure in presenting their 19th Annual Report on the business and operations of the Company for the year ended 31st March, 2014.

1. FINANCIAL RESULTS & OPERATIONS:

The Financial Results are briefly indicated below:

(Amt in Lacs)

Particulars	Year Ended	
	2013-14	2012-13
Total Income	1323.56	417.35
Total Expenditure	1327.75	412.48
Profit/Loss before Taxation	(4.19)	4.87
Profit/Loss after Taxation	(4.19)	3.36
Profit/Loss brought forward	18.40	15.04
Transfer from General Reserve	-	0.00
Balance carried to Balance Sheet	14.21	18.40

The Company has incurred losses of Rs. (4183954)/- during the financial year. Your Director aspects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years. The management is putting every effort to come out of the red.

2. DIVIDEND:

During the year under review, owing to the accumulated losses, the Directors do not recommend any dividend.

3. FIXED DEPOSITS:

During the year under review, the Company has not invited or accepted any Fixed Deposits from the public.

4. DIRECTORS:

Mr. Joseph Mathoor(Din-02087812), Director of the Company who retires by rotation as per the Articles of Association of the Company and being eligible offers themselves for re-appointment as Directors of the Company.

5. PARTICULARS OF EMPLOYEES:

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as set out in terms of the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975 as amended.

6. AUDITORS:

The Board recommends M/s. S S Agarwal & Co. Chartered Accountants, as Statutory Auditors of the Company for the year 2014 -15, 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.

7. AUDITOR'S REPORT:

There are no adverse observations made by the Auditors in their Report.

8. AUDIT COMMITTEE:

Audit Committee is consisting of Mr. Joseph Mathoor - Chairman, Mr. Jagdishchandra H. Ghumara and Mr. Dhruv Desai as Members of the Audit Committee.

9. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE:

Shareholders and Investor Grievance Committee is consisting of Mr. Joseph Mathoor – Chairman, Mr. Dhruv Desai and Mr. Pankaj Mehta as Members of the Shareholders and Investors Grievance Committee.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) In the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) The Directors had selected such Accounting policies and applied them consistently and 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 or loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

11. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

12. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges

- A) Bombay Stock Exchange Limited.
- B) Ahmedabad Stock Exchange Limited.

13. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 212 of the Companies Act, 1956 is not applicable.

14. FOREIGN EXCHANGE:

During the year under review, there were no foreign exchanges Earnings or outgo.

15. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges with which the Company is listed are complied with.

The Corporate Governance Report forms an integral part of this Report and is set out as separately in this Report. The Certificate of the Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges is annexed with the Report on Corporate Governance.

16. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is given elsewhere in this Annual Report.

17. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

18. HUMAN RESOURCES:

Progressive policies to encourage excellence both in individual and team spirit are in place.

19. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Director

Sd/
Director

Date: 14th August, 2014
Place: Mumbai

ANNEXURE 'A' TO DIRECTORS' REPORT

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

A. Research & Development

1. Future plan of action

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:

1. Efforts in brief made towards technology absorption, adoption and innovation.

No new technology was introduced during the Year ended 2013 -14.

2. Benefits derived as a result of the above efforts.

None

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year): Nil

C. Foreign Exchange Earnings and Outgo

Nil

1. Earning- FOB value of Exports

Nil

2. Outgo- CIF Value of Imports

Nil

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Director

Sd/-
Director

Date: 14th August, 2014
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2014.

INDUSTRY OUTLOOK

The Company is a 100% EOU. The Company is engaged in manufacturing of ferrous and non-ferrous items. It converts copper, brass and aluminum and make ingots out of it. The Company is in the business of re-cycling of E-waste.

The Company has also initiated following measures:

- Initiation of Internal audit process of generation and recycling of e-waste
- Product design keeping in mind the easy dismantling and recovery or reuse of parts.

As a manufacturing Company we require that all the vendors abide by the applicable environmental laws and follow environment practices that reflect the spirit of those laws.

OPPORTUNITIES AND THREATS

The business faces an unprecedented increase in the cost of power and also steep increase in the cost of metallic and ferro alloys. After having taken steps to enhance the capacity and balancing the Company has now decided to address the issues relating to metallic and power

In India, every gram of e-waste is sold, all go on bidding war to dispose E-waste. PSU's auction E-waste informal buyers pay higher prices as they don't pay tax or bother to follow any regulation. However, there have been no efforts to curb informal operators. Scrutiny is not applied to informal sector due to lack of will power and manpower. Export requires special license and overall e-waste is not managed efficiently. Therefore Company follows ethical practices while disposing waste, not just looking for scrap value.

RISK AND CONCERNS

Our business operations are subject to various risk and uncertainties which are no different from any other Company and our competitors. Such risk is the result of not only the business environment within which we operate but also of other factors over which we have no control. These risks may be categorized between operational, financial, environmental, health and safety, political, market related and strategic related. We have well documented risks management practices that act as an effective tool in minimizing various risk to which our business is exposed to during the course of our day to day operations. Our risk management process is approved by the Board of Directors and is set up across the enterprise. Recycling process typically involves dismantling the unit, recover plastics and metal and send for further processing.

FINANCIAL PERFORMANCE

During the year under the report your Company achieved a turnover of Rs. 1323359716 /- as against the turnover of Rs. 415,104,223/- in the previous year. The Company has incurred loss during the year as against the profit of previous year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guidelines and policies adhere to the management instructions and policies to ensure improvements in the system. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-

Director

Sd/-

Director

Date: 14th August, 2014

Place: Mumbai

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2013-14
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2013-14 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2014.

2. Board of Directors:

The Board of Directors of the company is composed of committed persons with considerable experience in varied fields and comprises a majority of Non-Executive Directors. The Board is properly constituted as per Clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2014 have been made by the Directors.

During the financial year ended 31st March, 2014, 8 Meetings of the Board of Directors were held as on 28/05/2013, 10/07/2013, 14/08/2013, 02/09/2013, 11/11/2013, 18/12/2013, 30/01/2014 and 13/03/2014.

Sr. No	Name of Directors	Category of Directors	No. of Board Meetings Attended	Whether attended last AGM	Number of other Directorship	No of membership of Committees in other Public Ltd Companies
1	Mr. Dhruv Desai	Executive Director	8	Yes	Nil	Nil
2	Mr. Joseph Mathoor	Non Executive Director	8	Yes	Nil	Nil
3.	Mr. Pankaj Valia**	Director	2	Yes	3	1
3	Mr. Jagdishchandra H. Ghumara	Independent Director	8	Yes	4	1

4	Mr. Madhusudan Yadav**	Independent Director	4	Yes	Nil	Nil
4	Mr. Pankaj Mehta	Independent Director	8	Yes	2	Nil
5	Mr. Reynold Misquitta	Independent Director	8	Yes	Nil	Nil

Notes:

1. Excludes alternate Directorships and Directorships in foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.
2. Excludes Committees other than Audit Committee and Shareholders'/ Investors' Grievance Committee and Companies other than public limited companies.
3. **Mr. Pankaj Valia resigned with effect from 08.07.2013.
**Mr. Madhusudan Yadav resigned with effect from 18.12.2013

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

3. Particulars of Re-appointed Directors:

In accordance with the requirements of the Companies Act, 1956 and Article of Association of the Company Mr. Joseph Mathoor retire by rotation and being eligible have offered themselves for re-appointment. The Board of Directors recommends his re-appointment. The Company has received requisite notices in writing from members proposing Mr. J H Ghumara, Mr. Pankaj Mehta and Mr. Reynold Misquitta for appointment of Independent Directors in terms of the requirement of Companies Act, 2013. The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

1. Name	Dhruv Desai	Joseph Mathoor	Jagdishchandra H Ghumara	Pankaj Mehta	Reynold Misquitta
2. Brief Resume					
Age	30yrs	52yrs	66yrs	52yrs	50yrs
Qualification	MBA in Finance	Graduate	Chartered Account	Graduate	HSC
Experience	8 years	22 years	31 years	19 years	11 years
Date of appointment on the Board of the company	27/02/2003	27/02/2003	03/09/2011	03/04/2010	25/06/2013
3. Nature of expertise in specific functional Areas	He has wide experience in the field of Finance & Accounts	He has wide experience in the field of Accounts & Administration	He is an expert in the field of Accounts & Finance	He is an expert in the field of Accounts	He is an expert in the field of Marketing
4. Name(s) of other Companies in which Directorship held	Nil	Nil	4	2	Nil

5. Name(s) of other companies in which he is Chairman / Member of the Committee(s)	NIL	Nil	1	Nil	Nil
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Board Committees

The Board has constituted the following Committees of Directors:

1. **Audit Committee:**

i. Terms of Reference

The role and terms of reference of Audit Committee covers are as mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee comprised of Mr. Jagdishchandra H. Ghumara Chairman, Mr. Joseph Mathoor and Mr. Dhruv Desai as Members. The composition of the Board of Directors is in accordance with Clause 49 of the Listing Agreement.

During the 2013-14 under review 4 meetings of the Audit Committee were held on, 28/05/2013, 14/08/2013, 11/11/2013 and 30/01/2014. The attendance of members is as follows:

Name	Category	Meetings during the year 2013-14	
		Held	Attended
Mr. Jagdishchandra H. Ghumara -	Chairman Independent, Non – Executive Director	4	4
Mr. Joseph Mathoor - Member	Non – Executive Director	4	4
Mr. Dhruv Desai - Member	Executive Director	4	4

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

2. Share Transfer & Shareholders' / Investors' Grievance Committee :

(i) Terms of references

- a) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
- b) To exercise all power conferred on the Board of Directors under Article 43 of the Article of Association.

- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

(ii) Composition

The Share Transfer & Shareholders' / Investors' Grievance Committee met 4 times during the 2013-14 respectively on 28/05/2013, 14/08/2013, 11/11/2013 and 30/01/2014. The attendance of the members is as follows:

Name	Category	Meetings during the year 2013-14	
		Held	Attended
Mr. Joseph Mathoor- Chairman	Non-Executive Director	4	4
Mr. Dhruv Desai - Member	Executive Director	4	4
Mr. Pankaj Mehta - Member	Independent, Non-Executive Director	4	4

The constitution and terms of reference of the Share Transfer & Shareholders'/ Investors' Grievance Committee is in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressed of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

3. General Body Meetings:

- (a) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2012-2013	30/09/2013	11.00 a.m.	1/A, 3rd Floor, Bombay Mutual Building, Sir P.M. Road, Fort Mumbai - 400 001
2011-2012	29/09/2012	11.00 a.m.	1/A, 3rd Floor, Bombay Mutual Building, Sir P.M. Road, Fort Mumbai - 400 001

2010-2011

30/09/2011

11.00 a.m.

1/A, 3rd Floor, Bombay Mutual
Building, Sir P.M. Road,
Fort Mumbai - 400 001

- (a) Whether Special Resolutions were put through postal ballot last year : No
- (b) Are votes proposed to be conducted through postal ballot this year : No

4. Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board of Directors has not adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director.

- (e) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

REMUNERATION OF DIRECTORS

Details of remuneration paid to Directors

None of Directors have been paid during the year.

5. . General Shareholder information:

(a) AGM date, time and venue: Annual General Meeting will be held on Tuesday, 30th September, 2014, at 10.00 A.M. at Registered office of the Company situated at A/19,ARUNODAY NIWAS, GANESH NAGAR, RAWAL PADA, DAHISAR EAST, MUMBAI-400 068.

(b) **Financial Year:** The Financial Year is from 1st April 2014 to 31st March 2015.
Tentative Schedule

Unaudited Results for quarter ending June 30, 2014	: End of July 2014
Unaudited Results for quarter ending September 30, 2014	: End of October 2014
Unaudited Results for quarter ending December 31, 2014	: End of January 2015
Unaudited Results for quarter ending March 31, 2015	: End of April 2015
Audited Results for year ending March 31, 2015	: End of July 2015
AGM for year ending March 31, 2015	: End of September 2015

(c) **Book Closure period:** Tuesday 23rd September, 2014 to Tuesday 30th September, 2014 (both days inclusive).

(d) **Dividend payment: The Company has not declared any dividend.**

(e) **Stock Exchanges where securities are listed.**

The Company's securities are listed at Bombay Stock Exchange Limited.

STOCK MARKET DATA:

Your Company has paid the annual listing fees to the BSE for the financial year 2013-14. Month wise data is mentioned below:

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover
Apr-13	4.01	4.42	4.00	4.04	2,384	12	9,793
May-13	3.84	3.84	3.65	3.65	900	6	3,382
Jun-13	3.47	3.47	3.47	3.47	300	1	1,041
Jul-13	3.64	3.64	3.64	3.64	500	3	1,820
Aug-13	3.82	3.82	3.46	3.46	1,000	3	3,496
Oct-13	3.31	3.64	3.25	3.25	2,295	7	7,645
Nov-13	3.24	3.24	3.24	3.24	200	2	648
Jan-14	3.40	3.74	3.40	3.74	36	3	126
Feb-14	3.92	4.74	3.92	4.74	1,064	7	4,512
Mar-14	4.74	6.96	4.74	6.96	3,049	41	17,966

(f) Scrip code: 531867 - Bombay Stock Exchange Limited
63059 – Ahmedabad Stock Exchange limited

(g) Registrar and Transfer Agent : SYSTEM SUPPORT SERVICES
209, Shivai Industrial Estate,
89, Andheri Kurla Road,
Saki Naka, Andheri E, Mumbai – 400072.

(h) **Share transfer system with number of shares transferred:**

Share transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight.

(i) **Dematerialization of shares and liquidity:** Yes

(j) Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity. Nil

(k) **Distribution of Shareholding and Shareholding Pattern as on 31st March, 2014.**

(i) Distribution of Shareholding as on 31st March, 2014:

No. of Shares	No. of Shareholders	% of holding
001 to 500	1248	75
0501 to 1000	195	11.719
1001 to 2000	50	3.005
2001 to 3000	24	1.442
3001 to 4000	15	0.901
4001 to 5000	11	0.661
5001 to 10000	34	2.043
10001 & Above	87	5.228
TOTAL	1664	100.00

(ii) Shareholding pattern as at 31st March, 2014:

	No. of Shares held	% to Total Shares
Promoter Group*	3133000	31.02
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	00	0.00
Corporate Bodies	537521	5.32
General Public	6212690	61.51
NRIs/ OCBs	217489	2.15
TOTAL	6519700	100.00

(l) **Address for correspondence:**

The Company's Registered Office is situated at:

*A/19, ARUNODAY NIWAS, GANESH NAGAR ,
RAWAL PADA, DAHISAR EAST , MUMBAI -400068.*

6. CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Chairman forms part of this Report.

Non-Mandatory Requirements:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

WHISTLE BLOWER POLICY

Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter-alia, provides, a non-mandatory requirement, for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

The Executive Director of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

DECLARATION UNDER CODE OF CONDUCT

As the Executive Director of **UNITECH INTERANATIONAL LIMITED** and as required by Clause 49 (i) (d) (ii) of the Listing Agreement, I, DHRUV DESAI, Executive Director, hereby declare that all the Board Members and the Senior Management personnel of the Company have affirmed Compliance with the Company's Code of Business Conduct and Ethics, for the Financial Year 2013 -14.

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/-
Chairman

Date:14th August,2014
Place: Mumbai

CEO/CFO CERTIFICATION

**To,
The Board of Directors
UNITECH INTERNATIONAL LIMITED**

We, do hereby certify that:

- (a) We have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii.) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations,
- (b) There are to the best of our Knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committees.
 - (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

By Order Of the Board
For UNITECH INTERNATIONAL LIMITED

Sd/ - Sd/-
Director Director

Date:14th August,2014
Place: Mumbai

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of:
UNITECH INTERNATIONAL LIMITED
A/19,ARUNODAY NIWAS, GANESH NAGAR,
RAWAL PADA, DAHISAR EAST,
MUMBAI-400068

We have examined the compliance of conditions of Corporate Governance by **UNITECH INTERNATIONAL LIMITED** for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement(s).

We state that no investor grievance is pending for a period exceeding one month against the Company as per records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR S. S. AGARWAL & CO,
Chartered Accountants

Sd/-
S. S. AGARWAL
PROPRIETOR
Membership No. 050521

Place : MUMBAI
Date : 30th May,2014

BALANCE SHEET AS AT 31ST MARCH, 2014					
	Sch	As at		As at	
		31.3.2014		31.3.2013	
		Rs.	Rs.	Rs.	Rs.
EQUITY & LIABILITIES					
<i>Shareholders Fund</i>					
Share Capital	A	99,882,000		99,882,000	
Reserves & Surplus	B	14,220,603		18,404,557	
Share Application Money Pending Allotment					
			114,102,603		118,286,557
NON CURRENT LIABILITIES					
Long Term Borrowings	C				
Deffered Tax Liability		(36,618)	(36,618)	(36,618)	(36,618)
CURRENT LIABILITIES					
Short Term Borrowings	D	45,748,515		71,721,400	
Trade Payable	E	49,422,941		282,544,419	
Other Ciurrent Liabilities	F			28,467,209	
Short Term Provisions	G	(45,117)	95,126,340	4,776,617	387,509,645
TOTAL			209,192,325		505,759,583
ASSETS					
NON CURRENT ASSETS					
FIXED ASSETS					
Tangible Assets		135,618,537		146,733,056	
Intangible Assets					
Capital Work in Progress					
Non Current Investments	H	-		-	
Long Term Loans & Advances	I	30,359,796		218,744	
Investments			165,978,333		146,951,800
CURRENT ASSETS					
Current Investments					
Inventories	J	14,274,813		116,581,534	
Trade Receivables	K	17,299,101		219,794,712	
Cash & Bank Balances	L	11,400,375		5,232,301	
Short erm Loans & Advances	M	239,703		17,199,236	
Other Current Assets			43,213,992		358,807,784
TOTAL			209,192,325		505,759,583
			0		0

As per our report of even date

For S. S. Agarwal & Co.,
Chartered Accountants

Sd/-
(S. S. AGARWAL)
Proprietor

For and on behalf of Board of Directors

Sd/- Sd/-
Director Director

M. No. 050521
Place: Mumbai
30th May, 2014

Profit & Loss Account For the Year ended 31ST MARCH, 2014			
	Sch	As at	As at
		31.3.2014	31.3.2013
		Rs.	Rs.
INCOME			
Sales		1,323,359,716	415,104,223
Other Income		205,534	2,249,699
Total Rupees		1,323,565,250	417,353,923
Cost of Goods Sold	H	1,276,292,293	355,351,263
Manufacturing Expenses	I	27,831,039	41,798,975
Administrative Expenses	J	12,502,695	15,108,913
Financial Expenses	K		229,172
Depreciaion		11,123,176	
Total Rupees		1,327,749,204	412,488,324
Profit / (Loss) Before Tax		(4,183,954)	4,865,599
Provision for Tax			1,503,470
Provision for F.B.T.			
Provision for Deffered Tax Liability			
Profit / (Loss) After Tax		(4,183,954)	3,362,129

Accounting Policies and Notes to accounts - Schedule "L

Signature to Schedule "A" to "L

As per our report of even date

For S. S. Agarwal & Co.,

Chartered Accountants

For and on behalf of Board of Directors

Sd/-

(S. S. AGARWAL)

Proprietor

Sd/-

Director

Sd/-

Director

M. No. 050521

Place: Mumbai

30th May, 2014

Schedules forming part of the Balance Sheet as at 31st March, 2014

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<u>SCHEDULE -A: SHARE CAPITAL</u>		
AUTHORISED		
1,10,00,000 Equity Shares of Rs.10/- each	110,000,000	110,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
1,01,00,700 Equity Shares of Rs.10/- each fully paid up	101,007,000	101,007,000
Less: Allotment Money In Arrears	1,125,000	1,125,000
Total Rupees	99,882,000	99,882,000
<u>SCHEDULE -B: RESERVES & SURPLUS</u>		
Profit & Loss Account		
As Per Last Balance-Sheet	18,404,557	15,042,428
Add: Net Profit/(Loss) for the Year	(4,183,954)	3,362,129
Revocation of Olan Bank Liability		
Total Rupees	14,220,603	18,404,557
Less: Appropriation		
	-	-
<u>SCHEDULE - C LONG TERM BORROWINGS</u>		
SECURED		
Non Convertible Debentures	-	-
UNSECURED		
Bonds	-	-
Term Loan from Banks	-	-
Deferred Tax Liability	(36,618)	(36,618)
Total Rupees	(36,618)	(36,618)
<u>SCHEDULE - D SHORT TERM BORROWINGS</u>		
SECURED		
Working Capital Loan	-	-
From Banks	-	-
Foreign Currency Loan	-	-
Rupee Loan	-	-
UNSECURED LOANS		
Loans & Advances	45,748,515	71,721,400
Other Loans & Advances	-	-
From Banks	-	-
Foreign Currency Loans - Buyers Credit	-	-
Rupee Loan	-	-
Total Rupees	45,748,515	71,721,400

<u>SCHEDULE E - TRADE PAYABLE</u>		
Micro, Small and Medium Enterprises		
Others	49,422,941	282,544,419
Details of amounts outstanding to Micro, Small & Medium Enterprises with the Company		
Particulars		
Principal amount due and reming unpaid	-	-
Interest due on the above and unpaid	-	-
Intered Paid	-	-
Payment made beyond the appointed day during the year	-	-
Intered due and pautyable for the period of delay	-	-
Interest accured and remaing unpaid	-	-
Amount of further interest remaining due and payable in sucesding years	-	-
Total Rupees	49,422,941	282,544,419

Schedules forming part of the Balance Sheet as at 31st March, 2014

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<u>SCHEDULE F - OTHER CURRENT LIABILITIES</u>		
Current maturities of Long Term Debt	-	-
Current maturities of Finance Lease Obligation	-	-
Interest accrued but not due on borrowing	-	-
Unclaimed Divided	-	-
Application Money received and due for refund	-	-
Unpaid Matured Debentures and Interest Accrued thereon	-	-
Creditors for Capital Goods	-	-
Advance for Transfer of Participating Interest	-	-
Other Payables	-	28,467,209
Total Rupees		28,467,209
<u>SCHEDULE - G SHORT TERM PROVISIONS</u>		
FBT	3,783	3,783
Income Tax	2,531,533	2,030,890
Current Tax Provisions		1,503,470
Duties & Taxes	(2,580,433)	1,238,474
Total Rupees	(45,117)	4,776,617
<u>SCHEDULE - H NON CURRENT INVESTMENTS</u>		
Trade Investments	-	-
Equity Shares of Associated Companies	-	-
Preference Shares of Associated Companies	-	-
Total Rupees		
Other Investments	-	-
Equity Shares of Subsidiary Companies	-	-
Preference Shares of Subsidiary Companies	-	-
Mutual Funds	-	-
Total Rupees	-	-
<u>SCHEDULE - I LONG TERM LOANS ADVANCES</u>		
Capital Account	-	-
Deposit with related Parties	-	-
Advance Income Tax (Net of Provisions)	-	-
Other Loans & Advances	30,359,796	218,744
Total Rupees	30,359,796	218,744

Schedules forming part of the Balance Sheet as at 31st March, 2014		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<u>SCHEDULE - J INVENTORIES</u>		
Raw Material	-	-
Raw Material In Transit	-	-
Stock in Process	-	-
Finished Goods	-	-
Stores and Packing Materials	-	-
Stock in Trade	14,274,813	116,581,534
Total Rupees	14,274,813	116,581,534
<u>SCHEDULE - K TRADE RECEVABLES</u>		
(Unsecured considered Good)		
Over Six Months	-	-
Others	17,299,101	219,794,712
Debtors & Creditors having both Dr. & Cr. Balances ha'	17,299,101	219,794,712
<u>SCHEDULE - L CASH & BANK BALANCES</u>		
Balances with Banks in Current Accounts	8,309,719	1,585,320
Cash in Hand	340,179	166,504
Fixed Deposit with Banks	1,311,389	1,306,389
In Bank Gaurantee Margine	1,439,088	2,174,088
Total Rupees	11,400,375	5,232,301
<u>SCHEDULE - M SHORT TERM LOANS & ADVANCES</u>		
(Unsecured Considered Good)		
Loans & Advances to Retail Parties	-	-
Balances with Customs, Central Excise Authoritie 5	5,025	5,025
Deposits	177,801	17,194,211
Other - Bank Interest etc.	56,877	-
Total Rupees	239,703	17,199,236

Schedules forming part of Profit & Loss A/c for the period ended 31st march, 2014

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<u>SCHEDULE - H: COST OF GOODS SOLD</u>		
Opening Stock	116,581,534	16,207,113
Add: Purchases	1,173,985,572	455,725,685
Less: Closing Stock	14,274,813	116,581,534
Total Rupees	1,276,292,293	355,351,263
<u>SCHEDULE - I: MANUFACTURING EXPENSES</u>		
Wages	-	-
Electricity Charges	-	-
Freight Charges	-	-
Hire Charges	-	-
Repairs & Maintenance	-	-
Customs Duty	23,799,774	33,799,507
Labour Charges	3,283,095	262,750
Shipping Charges		7,736,718
Anti Dumping Duty	748,170	
Unloading Charges		
Total Rupees	27,831,039	41,798,975
<u>SCHEDULE - J: ADMINISTRATIVE & OTHER OVERHEADS</u>		
AGM Expenses	-	2,350
Annual Listing Fee	112,360	124,266
Auditors Remuneration	50,000	50,000
Bank Charges	212,309	392,827
Bank Documentation Charges	-	-
Books & Periodicals	-	-
Clearing & Transport	-	-
Clearing Agent Commission	180,270	313,412
Clearing Charges	1,770,102	2,460,476
Container Charges	1,947,684	3,076,595
Conveyance	63,500	32,222
Commission/ Brokrag	-	300,000
DGFT	50,600	-
Demat Charges - Deferred	-	-
Detention Charges	-	-
Directors Sitting Fee	-	24,500
Discount & Allowances	-	-
Documentation Charges	-	-
Exchange Rate Difference	396,532	2,296
Electric Charges	128,323	141,900
EEPC	-	-
Excise Dutv Paid	-	-

EEPC	-	-
Excise Dutv Paid	-	-
Filing/Application Fees	8,000	150,977
General Expenses	-	-
Import Licence Fee & Expenses	-	-
Insurance Charges	600	19,728
Internet/ Web Charges	-	3,450
Interest on Motor Bike Loan	4,399	-
L/C Commission & Charges	1,869,611	420,652
Legal Charges	25,000	25,000
Licence Fee	-	29,000
Maintenance Charges	-	-
Membership & Subscription	-	5,000
Octroi Charges	-	-
Office Expenses	-	1,200
Postage & Telegram	800	-
Printing & Stationery	24,578	20,482
Professional Fees	711,874	896,057
Professional Tax	-	-
Rates & Taxes	-	-
Rent	2,357,075	4,091,450
Repairs & Maintenance	15,250	11,000
Revocation Charges	-	-
Salaries & Allowances	956,138	883,512
Service Tax	-	-
Security Charges	100,100	185,900
Share Transfer Charges	-	-
Staff Wefare Expenses	10,000	-
Stamp Duty	64,405	-
Sundry Balances W.Off	19,383	-
Telephone Charges	60,633	53,784
Testing Charges	-	-
Transport Charges	1,311,658	1,281,418
Travelling including Foreign Travel	39,820	109,460
Delay Payments & Penalty	11,692	-
Total Rupees	12,502,695	15,108,913
<u>SCHEDULE - K: FINANCIAL EXPENSES</u>		
Interest Expenses	-	229,172
Total Rupees	-	229,172

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2014

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	-4183954	4,865,599
Adjustment for :		
Depreciation	11,123,176	-
Provision for Doubtful Debts	-	-
Interest paid	-	-
Interest received (Gross)	-	-
Insurance Claim	-	-
Misce. Expenditure w/off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	6,939,222	4,865,599
Adjustment for changes:		
Trade and Other Receivable	189232357	(200,134,329)
Inventories	102306721	(100,374,421)
Trade and Other Payable	-266365304	256,066,150
CASH GENERATED FROM OPERATIONS	32,112,996	(39,577,001)
Interest paid	-	-
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	32,112,996	(39,577,001)
Extra Ordinary Item		1,431,035
Transfer to Reserve and Shares		2,344,919
NET CASH FROM OPERATING ACTIVITIES	32,112,996	(35,801,047)
B. CASH FLOW INVESTING ACTIVITIES		
Purchase of Fixed Assets	27961	48,905
Purchase of Investment	-	-
Interest received (Gross)	-	-
Dividend Received	-	-
NET CASH FROM INVESTING ACTIVITIES	27,961	48,905
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Equity Shares Capital	-	-
Proceeds from long term Borrowing	-25972885	39,582,988
Public Issued Expenses	-	-
Preliminary Expenses	-	-
Repayment of Long Term Debts	-	-
NET CASH USED IN FINANCING ACTIVITIES	(25,972,885)	39,582,988
NET INCREASE / DECREASE IN CASH & CASH & CASH EQUIVALENTS	6,168,072	3,830,846
OPENING BAL. OF CASH EQUIVALENTS	5,232,301	1,401,455
CLOSING BAL. OF CASH & CASH EQUIVALENTS	11,400,374	5,232,301

Figures in brackets indicates outflow

For on behalf of the Board of Directors

Sd/-
Dhruv R. Desai
Director

Place : Mumbai
Date : 30th May,2014.

AUDITOR'S REPORT

We have verified the Cash flow statement of **UNITECH INTERNATIONAL LTD.** derived from audited financial statements, books and records maintained by the Company for the period ended on 31st March, 2013 and 31st March, 2014 and found the same in agreement therewith.

**For S. S. Agarwal & Co.,
Chartered Accountants**

Sd/-
(S. S. AGARWAL)
Proprietor
M. No. 050521

Place : Mumbai.
Date : 30th May,2014.

Notes forming part of Accounts annexed to Balance-Sheet As at 31st March, 2014

Significant Accounting Policies

1. Accounting Concepts

The financial statements are prepared under the Historical Cost Convention in accordance with applicable standards and relevant presentational requirements of the Companies Act, 1956.

2. Fixed Assets:

Fixed assets are recorded at cost less depreciation. The company capitalizes all direct costs relating to the acquisition and installation of fixed assets, interest, if any, on borrowed funds used to finance the acquisition of fixed assets, is capitalized up to the date the assets are ready for commercial use.

3. Depreciation:

Depreciation on fixed assets is provided under written down value method and at the rates specified in Schedule XIV to the Companies Act, 1956, as amended vide notification GSR.No. 756(E) dated 16th December, 1993 of Government of India.

During the year depreciation has not been provided on Plant & Machinery as the Plant has not commenced production due to non-receipt of Pollution Certificate from the Pollution Board.

4. Capital Work in Progress:

Projects under commissioning are carried at cost comprising direct cost, related incidental expenses and interest on borrowing there against. The same policy has also been adopted for other assets purchased by the company during the year.

5. Inventories:

(Per Valued, Verified and Certified by the Management)

Stock-in-trade is valued at cost or net realizable value whichever lower basis.

6. Investments

Long Term Investments are stated at cost. The diminution in the market value of investments is not considered unless such diminution is considered permanent. No investment made by the company during the year.

7. Contingent liabilities:

Contingent Liabilities, which are not provided, are disclosed by way of notes.

Events occurring after the Balance Sheet Date:

8 Significant events occurring after the Balance Sheet date are taken into consideration while preparing this report.

9 Outstanding balances in respect of Debtors, Creditors, Deposits and Advances, are subject to Confirmation and reconciliation thereof from the respective parties. Some balances have been adjusted by inter transfer of accounts.

10. In the opinion of the Board of Directors, save as otherwise stated, the Current Assets Loans and Advances have been stated at values realizable in the course of business and provision has been made for all known liabilities.

11. In absence of proper information and inadequacy of data of past years, the company is not able to comply with the requirements of AS-22 i.e. "Accounting for Taxes on Income" issued by ICAI relevant to Provision for Deferred Tax while preparing the financial statements for the year.
12. There are some Pending Cases against the company and its Directors which are listed below:
- a) The management has decided to transfer the amount not payable in Case No: 705/706/05 as the matter has not been admitted by the respective court and accordingly the same has been transferred to Capital Reserve in the previous year. This has been confirmed by the court decision in favour of the company
- b) The case filed by Doljo Chem. Pvt Ltd vide Case No: 603/SS05/Mazgaon Court has been settled by the company and there remains no liability.
13. a) Particulars in respect of Licensed and Installed Capacity and Actual Production (as Certified by Management)

	Licensed Capacity No.s	Installed Capacity Tons	Production Tons
MS/GIHMHDPE		N.A.	N.A.
DRUMS & BARRELS		N.A.	N.A.

- b) Turnover, Closing and Opening of Trading Goods
(As Certified by the Chairman & Managing Director)

Qty	Amount	Amount	Amount
N.A.	N.A.	N.A.	N.A.
N.A.	N.A.	N.A.	N.A.

- c) Raw Materials Consumed**

QTY	NA	Value	NA

- d) Imported and Indigenous Raw Material and Consumables and Consumed**

	Consumption	Amount
Imported	N.A.	N.A.
Indigenous	N.A.	N.A.
e) Value of Imports on CIF basis **	34363302/-	34363302/-
f) Expenditure in Foreign Exchange	0	

- g) Earning in Foreign Exchange

- h) Purchase of Trading Goods

Rolling Scarp (M/T)	N.A.	N,A,	N.A.

Figures in Bracket Pertain to previous year.

* Production was very negligible hence separate figures are not given

14. **Auditors Remuneration:**

	Current Year	Previous Year
A. As Auditors	50,000	50,000
B. Taxation Matters	25,000	25,000

Managerial Remuneration is as per the provision of Schedule XIII of the companies Act, 1956.

	Current Year	Previous Year
Remuneration	2130450	24500

Statement Pursuant to Part IV of Schedule VI to the Companies Act, 1956
Balance-Sheet abstract and Company's General Business Profile:

I Registration Details

Registration No.: 82810 State Code : 11

Balance Sheet Date:

Capital Raised during the Year (Amount in Thousands)

Public Issue: NIL Bonus Issue: NIL

Preferential Issue: NIL Private Placements: NIL

III. Position of Mobilization and Deployment of Funds (Amount in Thousands)

Total Liabilities	Total Assets
213412896	213412896

Sources of Funds

Paid up Capital	Reserves & Surplus
99882000	14221603

Secured Loan	Unsecured Loan
0	45748515

Application of Funds

Net Fixed Assets	Investments
135618636	0

Net Current Assets	Miscellaneous Expenditure
24195964	36618

Performance of Company (Amount in Thousands)

Turnover	Total Expenditure
1323359715	1225442482

Profit (Loss) Before Tax and Extraordinary Items	Profit (Loss) After Tax and Extraordinary Items
(4183954)	(4183954)
Earnings per Share (in Rs.)	Dividend Rate %
Refer Note 1	0

Generic Name of Tree Principle Products/Services of the Company
(As per monetary terms)

Item Code No. (ITC Code)	Product Description
HS 86.09	None:
Metal & Scap	Not known

Note 1: As the company has earned a meager amount of profit before depreciation but loss after deprecation out of its operation. Earnings per share has not been calculated.

17. Schedules and notes form an integral part of Accounts and have been duly Authenticated.

For S. S. Agarwal & Co.,
Chartered Accountants

For and Cm behalf of the Board of Director's

Sd/-

Dhruv R. Desai
Director

Sd/-

(S. S. Agarwal)
Proprietor
M. No. 050521
FRN312054E

Place: Mumbai
Date: 30th May, 2014

Joseph Kuriakose
Director

UNITECH INTERNATIONAL LIMITED

Regd off: A/19,Arunoday Niwas, Ganesh Nagar, Rawal Pada, Dahisar East, Mumbai-400 068.

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.

I hereby record my presence at the **19TH Annual General Meeting** of the Company at A/19, Arunoday Niwas, Ganesh Nagar, Rawal Pada, Dahisar East, Mumbai-400 068 **on TUESDAY 30TH September, 2014 at 10.00 A.M.**

Name of the Shareholder

Signature

Folio No. _____

(Full name of Proxy)

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.

----- (TEAR) -----

UNITECH INTERNATIONAL LIMITED

Regd off: A/19,Arunoday Niwas, Ganesh Nagar, Rawal Pada, Dahisar East, Mumbai-400 068.

PROXY FORM

I/We.....of.....
..... in the district of being a member/members of the
above named Company hereby appoint of
in the district of..... or failing him of
..... In the district of as my / our proxy to
vote for me/us on my our behalf at the **19TH Annual General Meeting** of the Company to be held at
A/19,Arunoday Niwas, Ganesh Nagar, Rawal Pada, Dahisar East, Mumbai-400 068, on **Tuesday, 30th
September, 2014 at 10.00 A.M.** and at any adjournment thereof.

Signed this..... day of, 2014.

Reg. Folio No.....

No. of Shares

REVENUE
STAMP

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

If undelivered please return to:

UNITECH INTERNATIONAL LIMITED

Registered Office:

A/19, Arunoday Niwas, Ganesh Nagar,
Rawal Pada, Dahisar East,
Mumbai-400 068

UNITECH INTERNATIONAL LIMITED

REGD. ADDRESS: A/19, ARUNODAY NIWAS, GANESH NAGAR, RAWAL PADA, DAHISAR EAST,
MUMBAI, MAHARASHTRA – 400068. E-MAIL ID: uileou@gmail.com
CIN NO: L99999MH1994PLC082810

Date: 8th September, 2014

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

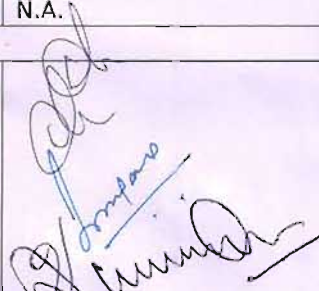
Sub.: Compliance as per Clause No. 31(a) of the Listing Agreement.

Ref.: Name of the Company: UNITECH INTERNATIONAL LIMITED, Scrip Code: 531867

Dear Sir,

Please find enclosed herewith Form A required to be filed by the Company with the concerned stock exchange(s).


FORM A

1.	Name of the Company	:	UNITECH INTERNATIONAL LIMITED
2.	Annual Financial Statements for the year ended	:	31 st March, 2014
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	N.A.
5.	To be signed by:-		
	• Mr. Dhruv Desai : CEO	:	
	• Mr. Dhruv Desai : CFO	:	
	• Mr. Shyam Agarwal : Auditor of the Company	:	
	• Mr. Joseph Mathoor: Audit Committee Chairman	:	

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours truly,
For UNITECH INTERNATIONAL LIMITED
For Unitech International Ltd.


Director/Authorised Signatory
Dhruv Desai
(DIRECTOR)