

UNITECH INTERNATIONAL LIMITED

L99999MH1994PLC082810

714, 7th Floor, D Wing, Neelkanth Business Park, Kiroli Village, Vidyavihar (W), Mumbai City,  
Mumbai, Maharashtra, India, 400086

E Mail: [complianceunitech@gmail.com](mailto:complianceunitech@gmail.com) Tel: 022-6666 7004

Date: 05.09.2024

To,  
**BSE LIMITED**  
The Corporate Relationship Manager,  
Department of Corporate Services,  
BSE Ltd. P J Towers,  
Dalal Street, Mumbai - 400001

**Ref: Scrip Code - 531867**

**Sub: Submission of 29<sup>th</sup> Annual Report for the financial year 2023-2024 for Unitech International Limited**

Dear Sir,

In accordance with the Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 we enclose herewith a copy of the Annual Report for the financial year 2023-2024.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Unitech International Limited

  
**Joseph Mathoor**  
Director & CFO  
(DIN: 02087812)



*Encl: As above*



**29<sup>TH</sup> ANNUAL REPORT  
2023- 2024**

## CORPORATE INFORMATION

<p>Name of the Company : Unitech International Limited</p> <p>Registered Office : D/714, 7<sup>th</sup> Floor, D-Wing, Nilkant Business Park, Kirol Village, Vidhyavihar (West), Mumbai - 400086</p> <p>Factory 1: 186/2, Surangi Village, Dadar Nagar Haveli, Silvassa (U.T.) - 396295</p> <p>Factory 2: Plot No. 42, 43 &amp; 44, Achad Industrial Esatate, Village: Achad, Tal.Talasari, Dist. Thane - 401606</p> <p>CIN : L99999MH1994PLC082810</p> <p>Website : <a href="http://www.unitechinternationalltd.com">www.unitechinternationalltd.com</a></p> <p>Email : <a href="mailto:complianceunitech@gmail.com">complianceunitech@gmail.com</a></p> <p>Contact No. : 022-66667004</p> <p><b>BOARD OF DIRECTORS</b></p> <p>Mr. Rohaan Bhatena: Managing Director</p> <p>Mr. Palsi Bhatena : Whole Time Director</p> <p>Mr. Joseph Mathoor : Executive Director &amp; Chief Financial Officer</p> <p>Mrs. Grace Mathoor : Non-Executive Women Director</p> <p>Mr. Thomas Joseph : Non-Executive Non-Independent Director</p> <p>Mr. Deepak Kothari : Non-Executive Director, Independent Director</p> <p><b>COMMITTEES OF THE BOARD</b></p> <p><b>AUDIT COMMITTEE</b></p> <p>Mr. Deepak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p>	<p><b>NOMINATION &amp; REMUNERATION COMMITTEE</b></p> <p>Mr. Deepak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p> <p><b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b></p> <p>Mr. Deepak Kothari - Chairman</p> <p>Mr. Thomas Joseph- Member</p> <p>Mrs. Grace Mathoor - Member</p> <p>Mr. Joseph Mathoor- Member</p> <p><b>STATUTORY AUDITORS</b></p> <p>ADV &amp; Associates, Chartered Accountants</p> <p><b>BANKERS</b></p> <p>Bank of Maharashtra</p> <p><b>REGISTRAR &amp; TRANSFER AGENT</b></p> <p>Link Intime India Pvt. Ltd. C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 063.</p>
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**NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Unitech International Limited will be held on Monday, the 30<sup>th</sup> day of September, 2024 at 10:30 a.m. at "P" Parking Podium, Neelkanth Business Park, Station Road, Vidhyavihar West, Near Vidhyavihar Station, Mumbai – 400086 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements consisting of the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. Veega
2. To appoint a Director in place of Mr. Joseph Mathoor (DIN: 02087812), who retires by rotation and being eligible, offers himself for re-appointment
3. **Re-appointment of Statutory Auditors:**

To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of one year until the conclusion of the 30<sup>th</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s ADV & Associates, Chartered Accountants (Registration No. 128045W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imburement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

**SPECIAL BUSINESS:**

4. **Re-Appointment of Mr. Rohaan Bhatena as Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 the consent of the shareholders be and is hereby accorded to reappoint Mr. Rohaan Bhatena (DIN: 08332428) as Managing Director of the Company for a period of one year w.e.f. 07<sup>th</sup> September, 2024 till 06<sup>th</sup> September, 2025.

**RESOLVED FURTHER THAT** the Board of the Company thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Rohaan Bhatena, Managing Director."

**5. Re-Appointment of Mr. Palsi Bhathkena as Whole Time Director of the Company:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 the prior consent of the shareholders be and is hereby accorded to reappoint Mr. Palsi Bhathena (DIN: 01764594) as Whole Time Director of the Company for a period of one year w.e.f. 12<sup>th</sup> December, 2024 till 12<sup>th</sup> December, 2025 on completion of the earlier tenure i.e. 12<sup>th</sup> December, 2023 till 12<sup>th</sup> December, 2024.

**RESOLVED FURTHER THAT** the Board of the Company thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Palsi Bhathena, Whole Time Director.”

**6. Re-Appointment of Mr. Dipak Kothari as Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dipak Kothari (DIN: 01537304), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 1 (one) year, w.e.f. 03<sup>rd</sup> September, 2024 that is, up to 04<sup>th</sup> September, 2025.”

By Order of the Board  
For Unitech International Limited  
Sd/-  
Rahaan Bhathena  
Managing Director  
(DIN: 08332428)

Date: 05<sup>th</sup> September, 2024

**Registered Office:**  
714, 7th Floor, D Wing, Neelkanth Business Park,  
Kirol Village, Vidyavihar (W),  
Mumbai- 400086.

## Notes:

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Members are requested to:
  - a) Bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
  - b) Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
  - c) Carry Original Identity proof (ID) along with self-attested Photocopy of the same.
3. Bodies Corporate, who are the members of the Company, are requested to send in advance duly certified copy of Board Resolution authorizing their representative to attend and vote at the annual general meeting.
4. The Register of Members and the Transfer Book of the Company will remain closed from **23<sup>rd</sup> September, 2024 to 30<sup>th</sup> September, 2024** (both days inclusive).
5. The Securities & Exchange Board of India (SEBI) has mandated 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 Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent of the Company (M/s. Link Intime India Pvt. Ltd.).
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Link Intime India Pvt. Ltd., at C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2023-24 is being sent to those members whose email IDs are registered with their respective Depository Participant(s) (DPs), the Company or Link Intime India Pvt. Ltd. unless any member has requested for a hard copy of the same. For members who have not registered their email address so far, are requested to promptly intimate the same to their respective DPs or to the Company/ Link Intime India Pvt. Ltd., as the case maybe. Physical copies of the Annual Report for the year 2023-24 will be sent in the permitted mode in cases where the email addresses are not available with the Company.
8. Electronic copy of the Notice convening the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who

hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

9. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2023-2024 is also available on the Company's website [www.unitechinternationalltd.com](http://www.unitechinternationalltd.com), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all the working days except Saturdays.

10. Voting through electronic means:

- (i) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Ltd. (CDSL).
- (ii) The facility for voting through polling paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
- (iii) The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 27<sup>th</sup>, September, 2024 at 9:00 A.M. and ends on 29<sup>th</sup>, September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2024.

**CDSL e-Voting System – For Remote e-voting**

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27<sup>th</sup>, September, 2024 at 9:00 A.M. and ends on 29<sup>th</sup>, September, 2024 at 5:00 P.M. 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 23<sup>rd</sup> September, 2024 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [complianceunitech@gmail.com](mailto:complianceunitech@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4**

In accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, reappointment of Managing Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Rohaan Bhathena (DIN: 08332428), be reappointed as a Managing Director on the Board of the Company.

The reappointment of Mr. Rohaan Bhathena, shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rohaan Bhathena for the office of Director of the Company. Mr. Rohaan Bhathena is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Except Mr. Rohaan Bhathena, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5**

In accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, reappointment of Whole Time Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Palsi Bhathena (DIN: 01764594), be reappointed as a Whole Time Director on the Board of the Company.

The reappointment of Mr. Palsi Bhathena, shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Palsi Bhathena for the office of Director of the Company. Mr. Palsi Bhathena is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Except Mr. Palsi Bhathena, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members

**Item No. 6:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, reappointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Dipak Kothari (DIN: 01537304), be reappointed as an Independent Director on the Board of the Company.

The reappointment of Mr. Dipak Kothari, shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dipak Kothari for the office of Director of the Company. Mr. Dipak Kothari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Dipak Kothari that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Dipak Kothari fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dipak Kothari is independent of the management and possesses appropriate skills, experience and knowledge.

Except Mr. Dipak Kothari, none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

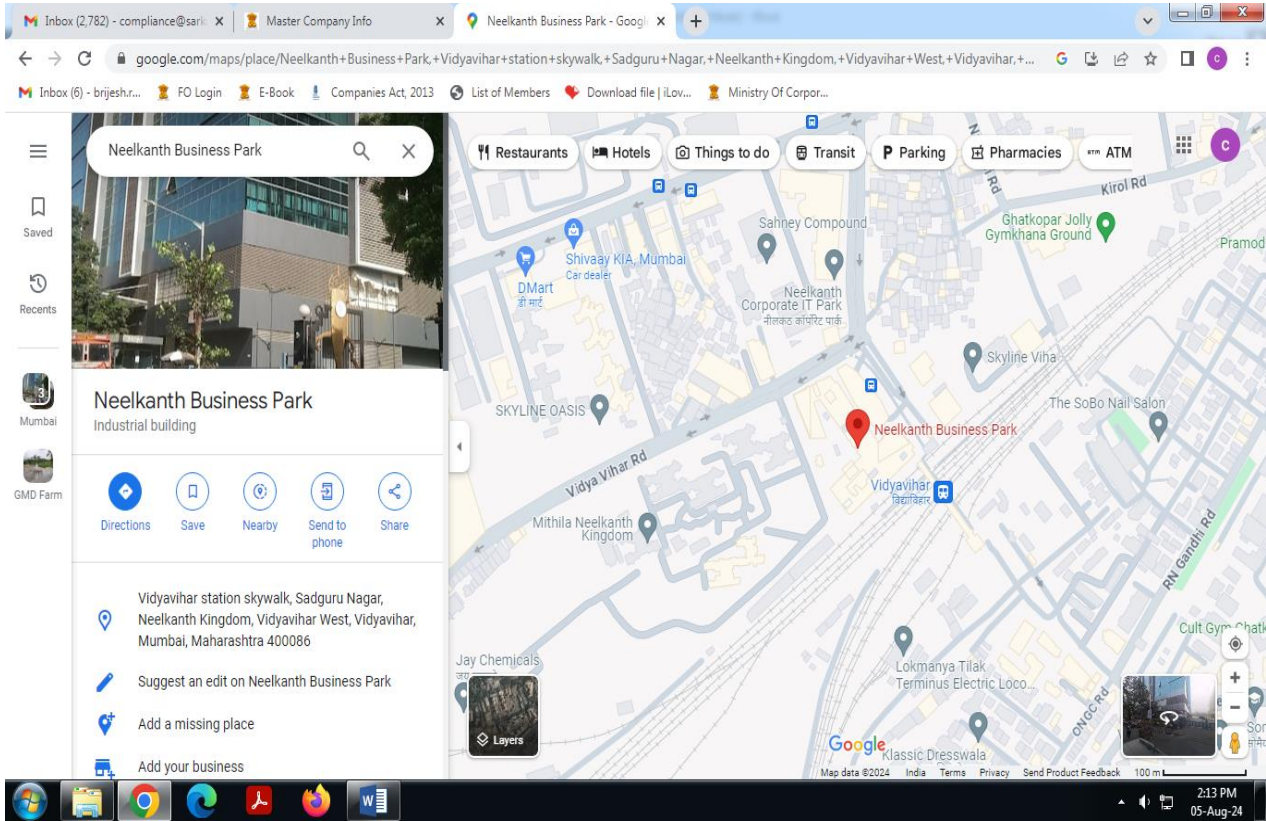
By Order of the Board  
For Unitech International Limited  
Sd/-  
Rohaan Bhathena  
Managing Director  
(DIN: 08332428)

Date: 05<sup>th</sup> September, 2024

**Registered Office:**  
714, 7th Floor, D Wing, Neelkanth Business Park,  
Kiroli Village, Vidyavihar (W),  
Mumbai- 400086



VENUE OF AGM:



## DIRECTORS' REPORT

To,  
The Members,

The Directors of the Company take pleasure in presenting their 29<sup>th</sup> Annual Report together with the annual audited financial statements for the financial year ended March 31, 2024.

**FINANCIAL RESULTS:**

The summary of the Company's financial performance for the financial year 2023-24 as compared to the previous financial year 2023-24 is given below:

Particulars	(Rs in Lacs)	
	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue from operations	502.69	2314.09
Other Income	3.63	11.43
<b>Total Income</b>	<b>506.32</b>	<b>2325.52</b>
Expenditure (excluding depreciation)	3081.16	3345.63
Depreciation	146.17	158.00
<b>Total Expenditure</b>	<b>3227.33</b>	<b>3503.63</b>
<b>Profit / (Loss) before Tax</b>	<b>(2721.01)</b>	<b>(1178.11)</b>
Tax	-	-
Deferred Tax	9.92	13.62
<b>Profit / (Loss) after tax</b>	<b>(2711.09)</b>	<b>(1164.49)</b>
Earnings per share (Basic)	(27.14)	(11.73)
Earnings per share (Diluted)	(27.14)	(11.73)

**HIGHLIGHTS ON COMPANY PERFORMANCE:**

During the year Company has earned income of Rs. 506.32 (in Lacs)/- for the year 2023-2024 including other income as compared to Rs. 2325.52 (in Lacs)/- in the previous year. The Net loss after tax was Rs. (2711.09)/- (in Lacs) for the year 2023-2024 against the Net loss of Rs. (1164.49)/- in the previous year.

**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.

**SHARE CAPITAL:**

There are no changes in the Share Capital of the Company during the financial year.

**TRANSFER TO RESERVES:**

The Company has transferred Rs. (2711.09)/- to reserves and surplus during the Financial Year 2023-24.

**DEPOSITS:**

Your Company has not accepted any deposits from the public falling within the ambit of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The particulars of loans, guarantees and investments have been disclosed in the Financial Statement.

**MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2024 and the date of this report other than those disclosed in this report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant material orders passed by the Regulators or Courts or Tribunal which would impact the going concern status of your Company and its future operations.

**DETAILS OF REMUNERATION TO DIRECTORS:**

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 has been appended as **ANNEXURE - I**

**EXTRACT OF ANNUAL RETURN:**

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as **ANNEXURE - II** and also provided on the website of the Company [www.unitechinternationaltd.com](http://www.unitechinternationaltd.com)

**AUDITORS:****1. Statutory Auditors**

M/s. ADV and Associates (Firm Registration No. 128045W) Statutory Auditors of the Company is reappointed for the F Y 2024-2025.

**2. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. SARK & Associates LLP, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2024-2025.

The Report of the Secretarial Auditor is annexed herewith as **ANNEXURE III** and forms an integral part of this Report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **ANNEXURE IV**.

**BOARD OF DIRECTORS:**

The Board of Directors of the Company is not duly constituted as per the provisions of the Companies Act, 2013 & applicable provisions, rules & regulations of SEBI (LODR) Regulations, 2015, during the year 2023-24.

**DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:**

All Independent Directors have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (LODR) Regulations, 2015.

**ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

**POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act forms part of Corporate Governance Report . Gist of this policy is given in ANNEXURE - V to this report. The detailed policy is available on the Company's website [www.unitechinternationalltd.com](http://www.unitechinternationalltd.com)

**EVALUATION OF BOARD OF DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 read with rules issued thereunder, Regulation 17(10) of the Listing Regulations and guidance note issued by SEBI, the Independent Directors of the Board carried out the annual evaluation of the performance of the Board as a whole, the Directors individually as well as of various Committees of the Board. The performance evaluation of the Independent Directors was carried out by the Nomination and Remuneration Committee and noted in turn by the Board.

**BOARD COMMITTEES:**

Your Company has following Committees of Board, viz,

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of its compositions are as follows:

Sr. No.	Name of the Committee	Members of the Committee as on 31.03.2022
1.	Audit Committee	Mr. Dipak Kothari - Chairman Mr. Thomas Joseph- Member Mrs. Grace Mathoor - Member Mr. Joseph Mathoor- Member
2.	Nomination and Remuneration Committee	Mr. Dipak Kothari - Chairman Mr. Thomas Joseph- Member Mrs. Grace Mathoor - Member Mr. Joseph Mathoor- Member
3.	Stakeholders' Relationship Committee	Mr. Dipak Kothari - Chairman Mr. Thomas Joseph- Member Mrs. Grace Mathoor - Member Mr. Joseph Mathoor- Member

**DIRECTORS’ RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 134(3)(c) read with Section 134(5) of the Act with respect to Directors’ Responsibility Statement, your Directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- appropriate accounting policies have been selected and applied consistently and estimates and judgments made 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 of the Company for that period;
- proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of Act have been taken for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- the annual accounts have been prepared on a going concern basis; and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**RISK MANAGEMENT AND INTERNAL CONTROLS:**

The Company has a well-defined risk management framework in place. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

**REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:**

The reports on Corporate Governance and Management Discussion and Analysis for the year under review, as stipulated under regulation 34 of the SEBI (LODR) Regulations, 2015 forms part of the Annual Report.

**BOARD MEETINGS:**

The Board meets at regular intervals to discuss and decide on the Company’s policies and strategy apart from other Board matters.

During the financial year 2023-24, 6 (Six) board meetings were held on 07.06.2023, 14.08.2023, 06.09.2023, 10.11.2023, 28.12.2023 and 14.02.2024. The gap between the two board meetings did not exceed 120 days.

The 28<sup>th</sup> Annual General Meeting of the Shareholders was held on 29.09.2023. No Extra-Ordinary General Meeting of the Company was held during the years.

**COMMITTEE MEETINGS:**

During the financial year 2023-24, committee meetings held during the year are as mentioned below:

1. Audit Committee meetings were held on 07.06.2023, 14.08.2023, 10.11.2023 and 14.02.2024.
2. Stakeholders’ Relationship Committee meetings were held on 28.12.2023
3. Nomination and Remuneration Committee meetings were held on 07.06.2023 and 10.11.2023

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details relating to nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Companies’ (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are as follows:

**Power & fuel Consumption**

Sr. No.	Particulars	2023-2024	2022-2023
1	Electricity units KWH( In Rs)	46719.8	76,756
2	Value in Rs.	503254	7,30,789

**Consumption per unit of production**

Sr. No.	Particulars	2022-2023	2022-23
1	Cost per unit (Rs.)	10.77	10
2	Consumption per ton of Production (Rs.)	678.82	261

**RESEARCH & DEVELOPMENT:**

During the year the board of Director has not conducted any Research & Development activity.

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:**

Efforts are being made towards Technology adaption and innovation. The Company at present does not have any formal technical collaboration.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:****(In Rs.)**

Sr. No.	Particulars	2023-2024	2022-23
1	Foreign Exchange Earnings	-	2,85,00,639
2	Foreign Exchange outgoings	-	3,73,70,796

**LISTING OF SHARES OF THE COMPANY:**

The Equity Shares of your Company continue to remain listed on Bombay Stock Exchange Ltd.

The Company has paid the listing fees as payable to the BSE Ltd. for the financial year 2023-2024 on time.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behaviour of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report. During the financial year 2023-2024, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the Company's website [www.unitechinternationaltd.com](http://www.unitechinternationaltd.com).

**Constitution of POSH Committee:**

Sr. no	Post of Committee Member	Employee Name	Designation	Mobile no.	Email ID
1	Presiding officer	Grace Mathoor	Woman Director	9819417140	<a href="mailto:unitech.international1@gmail.com">unitech.international1@gmail.com</a>
2	Member	Swati Jain	Company Secretary	7987204346	<a href="mailto:csswatijain2016@gmail.com">csswatijain2016@gmail.com</a>
3	Member	Komal Desai*	Woman employee	9930623224	<a href="mailto:complianceunitech@gmail.com">complianceunitech@gmail.com</a>
4	External Member	Mital Mulik	Consultant	8080319020	<a href="mailto:mitalwadhel@gmail.com">mitalwadhel@gmail.com</a>

\*Reconstituted w.e.f. 27.12.2023

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Further, a separate Management Discussion and Analysis Report covering a wide range of issues relating to Industry Trends, Company Performance, SWOT analysis, Corporate Process, Business Outlook among others is annexed to this Report.

**ACKNOWLEDGEMENTS:**

The Directors express their sincere gratitude to the BSE Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, National Securities Depository Limited, other government and regulatory authorities, financial institutions and the bankers of the company for their ongoing support. The Directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders and trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the Company resulting in satisfactory performance during the year.

**On behalf of the Board of Directors**

**Sd/-**  
**Rohaan Bhathena**  
**Managing Director**  
**DIN: 08332428**

**Sd/-**  
**Joseph Mathoor**  
**Director and Chief Financial Officer**  
**DIN: 02087812**

**Date: 05.09.2024**  
**Place: Mumbai**

**ANNEXURE I**  
**Details of Remuneration of Director**

**Details Pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016**

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and are as under :

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/KMP for financial year 2022-23 (Rs. in lacs)	Remuneration of Director/KMP for financial year 2023-24 (Rs. in lacs)	% increase in Remuneration in the Financial Year 2023-2024	Ratio of Remuneration of each Director / to median remuneration of employees
1	Joseph Mathoor, Director	872,922	630,000	-28	13.17
2	Grace Mathoor, Director	302,500	-	-100	-
3	Palsi Bhatena, Whole Time Director	362,500	-	-100	-
4	Thomas Joseph	602,500	-	-100	-
5	Swati Jain, CS	0	37,500	-	0.78
6	Rohaam Bhatena, Managing Director	362,500	-	-100	-
7	Yashashree Ukidave	360,000	360,000	-	7.52



**Annexure - II**  
**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March, 2023**

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

**I. REGISTRATION AND 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 and contact details	714, 7th Floor, D Wing, Neelkanth Business Park, Kiroli Village, Vidyavihar (W), Mumbai- 400086
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

**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 and Description of main services	NIC Code of the service	% to total turnover of the company
1.	Manufacturing	39	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category - wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2023				Shareholding at the end of the year - 2024				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2732500	0	2732500	27.0526	3133000	0	3133000	31.0177	3.9651
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	2732500	0	2732500	27.0526	3133000	0	3133000	31.0177	3.9651
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	2732500	0	2732500	27.0526	3133000	0	3133000	31.0177	3.9651
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions /	0	0	0	0.0000	0	0	0	0.0000	0.0000

	Banks									
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	74458 5	73320 0	147778 5	14.630 5	17782 21	73080 0	250902 1	24.840 1	10.209 6
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	21439 24	32203 78	536430 2	53.108 2	30821 26	51930 0	360142 6	35.655 2	'-' 17.453 0
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Any Other (Specify)									
	Hindu Undivided Family	23053 8	0	230538	2.2824	35193 4	0	351934	3.4843	1.2019
	Non Resident Indians (Non Repat)	8483	0	8483	0.0840	14500	0	14500	0.1436	0.0596
	Non Resident Indians (Repat)	14207 6	0	142076	1.4066	21161 2	0	211612	2.0950	0.6884
	Body Corp-Ltd Liability Partnership	1000	0	1000	0.0099	11000	0	11000	0.1089	0.0990
	Bodies Corporate	44016	10000 0	144016	1.4258	16820 7	10000 0	268207	2.6553	1.2295
	Sub Total (B)(3)	33146 22	40535 78	736820 0	72.947 4	56176 00	13501 00	696770 0	68.982 3	- 3.9651
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	33146 22	40535 78	736820 0	72.947 4	56176 00	13501 00	696770 0	68.982 3	- 3.9651
	Total (A)+(B)	60471 22	40535 78	101007 00	100.00 00	87506 00	13501 00	101007 00	100.00 00	0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
	(C2) Shares Held By Employee Trust									

[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	60471 22	40535 78	101007 00	100.00 00	87506 00	13501 00	101007 00	100.00 00	

ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2023			Shareholding at the end of the year - 2024			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	DESAI DHRUV RAJESH	2432500	24.0825	0.0000	2432500	24.0825	0.0000	0.0000
2	DAKSHA RAJESH DESAI	300000	2.9701	0.0000	300000	2.9701	0.0000	0.0000
3	DARSHANA HIREN DESAI	0	0.0000	0.0000	400500	3.9651	0.0000	3.9651
	Total	2732500	27.0526	0.0000	3133000	31.0177	0.0000	3.9651

iii) Change in Promoters' shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	DESAI DHRUV RAJESH	2432500	24.0825			2432500	24.0825
	AT THE END OF THE YEAR					2432500	24.0825
2	DARSHANA HIREN DESAI	400500	3.9651			400500	3.9651
	AT THE END OF THE YEAR					400500	3.9651

3	DAKSHA RAJESH DESAI	300000	2.9701			300000	2.9701
	AT THE END OF THE YEAR					300000	2.9701

*iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)*

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2023		Transactions during the year		Cumulative Shareholding at the end of the year - 2024	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	HARSHIL MAYURBHAI SHAH	704733	6.9771			704733	6.9771
	Transfer			07 Apr 2023	(688)	704045	6.9703
	Transfer			14 Apr 2023	466	704511	6.9749
	Transfer			21 Apr 2023	116	704627	6.9760
	Transfer			28 Apr 2023	246	704873	6.9785
	Transfer			05 May 2023	1000	705873	6.9884
	Transfer			12 May 2023	2160	708033	7.0097
	Transfer			19 May 2023	1662	709695	7.0262
	Transfer			26 May 2023	1330	711025	7.0394
	Transfer			02 Jun 2023	1452	712477	7.0537
	Transfer			09 Jun 2023	3589	716066	7.0893
	Transfer			16 Jun 2023	(7452)	708614	7.0155
	Transfer			23 Jun 2023	7200	715814	7.0868
	Transfer			30 Jun 2023	(1)	715813	7.0868
	Transfer			07 Jul 2023	200	716013	7.0887
	Transfer			14 Jul 2023	(950)	715063	7.0793
	Transfer			21 Jul 2023	5280	720343	7.1316
	Transfer			28 Jul 2023	5765	726108	7.1887
	Transfer			04 Aug 2023	2099	728207	7.2095
	Transfer			11 Aug 2023	400	728607	7.2134
	Transfer			01 Sep 2023	250	728857	7.2159
	Transfer			15 Sep 2023	(1000)	727857	7.2060
	Transfer			06 Oct 2023	650	728507	7.2124
	Transfer			20 Oct 2023	500	729007	7.2174
	Transfer			03 Nov 2023	250	729257	7.2199
	Transfer			17 Nov 2023	(4678)	724579	7.1736
	Transfer			24 Nov 2023	(6827)	717752	7.1060
	Transfer			01 Dec 2023	(24614)	693138	6.8623

	Transfer			08 Dec 2023	(32800)	660338	6.5375
	Transfer			15 Dec 2023	(58818)	601520	5.9552
	Transfer			22 Dec 2023	(10900)	590620	5.8473
	Transfer			29 Dec 2023	(8301)	582319	5.7651
	Transfer			05 Jan 2024	(21655)	560664	5.5507
	Transfer			12 Jan 2024	(28273)	532391	5.2708
	Transfer			19 Jan 2024	(11100)	521291	5.1609
	Transfer			26 Jan 2024	(8300)	512991	5.0788
	Transfer			02 Feb 2024	(10795)	502196	4.9719
	Transfer			09 Feb 2024	(500)	501696	4.9669
	Transfer			23 Feb 2024	(2500)	499196	4.9422
	Transfer			15 Mar 2024	(500)	498696	4.9372
	Transfer			22 Mar 2024	(1000)	497696	4.9273
	AT THE END OF THE YEAR					497696	4.9273
2	RATANBEN POPATLAL PATEL	0	0.0000			0	0.0000
	Transfer			07 Apr 2023	243555	243555	2.4113
	Transfer			28 Apr 2023	350	243905	2.4147
	Transfer			05 May 2023	(950)	242955	2.4053
	Transfer			02 Jun 2023	500	243455	2.4103
	Transfer			09 Jun 2023	1000	244455	2.4202
	Transfer			16 Jun 2023	2430	246885	2.4442
	Transfer			23 Jun 2023	1500	248385	2.4591
	Transfer			07 Jul 2023	700	249085	2.4660
	Transfer			14 Jul 2023	(495)	248590	2.4611
	Transfer			21 Jul 2023	2654	251244	2.4874
	Transfer			04 Aug 2023	3550	254794	2.5225
	Transfer			11 Aug 2023	525	255319	2.5277
	Transfer			18 Aug 2023	825	256144	2.5359
	Transfer			25 Aug 2023	2250	258394	2.5582
	Transfer			01 Sep 2023	1113	259507	2.5692
	Transfer			08 Sep 2023	667	260174	2.5758
	Transfer			15 Sep 2023	1950	262124	2.5951
	Transfer			22 Sep 2023	1100	263224	2.6060
	Transfer			29 Sep 2023	250	263474	2.6085
	Transfer			06 Oct 2023	615	264089	2.6146
	Transfer			13 Oct 2023	350	264439	2.6180
	Transfer			20 Oct 2023	425	264864	2.6222
	Transfer			27 Oct 2023	750	265614	2.6297
	Transfer			03 Nov 2023	800	266414	2.6376
	Transfer			10 Nov 2023	110	266524	2.6387
	Transfer			17 Nov 2023	1347	267871	2.6520
	Transfer			24 Nov 2023	100	267971	2.6530

	Transfer			01 Dec 2023	2500	270471	2.6777
	Transfer			08 Dec 2023	(5586)	264885	2.6224
	Transfer			15 Dec 2023	(1260)	263625	2.6100
	Transfer			22 Dec 2023	4560	268185	2.6551
	Transfer			29 Dec 2023	273	268458	2.6578
	Transfer			05 Jan 2024	3500	271958	2.6925
	Transfer			12 Jan 2024	4080	276038	2.7329
	Transfer			19 Jan 2024	6297	282335	2.7952
	Transfer			26 Jan 2024	984	283319	2.8049
	Transfer			02 Feb 2024	4600	287919	2.8505
	Transfer			09 Feb 2024	(1000)	286919	2.8406
	Transfer			16 Feb 2024	2411	289330	2.8645
	Transfer			23 Feb 2024	5002	294332	2.9140
	Transfer			01 Mar 2024	4740	299072	2.9609
	Transfer			08 Mar 2024	(3875)	295197	2.9225
	Transfer			15 Mar 2024	1681	296878	2.9392
	Transfer			22 Mar 2024	1407	298285	2.9531
	Transfer			30 Mar 2024	5000	303285	3.0026
	AT THE END OF THE YEAR					303285	3.0026
3	DEVANG SATISH MEHTA	0	0.0000			0	0.0000
	Transfer			07 Apr 2023	216100	216100	2.1395
	AT THE END OF THE YEAR					216100	2.1395
4	MUKESH PATADIA	180412	1.7861			180412	1.7861
	Transfer			07 Apr 2023	50	180462	1.7866
	Transfer			14 Apr 2023	(1700)	178762	1.7698
	Transfer			21 Apr 2023	(7900)	170862	1.6916
	Transfer			28 Apr 2023	143	171005	1.6930
	Transfer			05 May 2023	75	171080	1.6937
	Transfer			12 May 2023	(450)	170630	1.6893
	Transfer			09 Jun 2023	425	171055	1.6935
	Transfer			16 Jun 2023	425	171480	1.6977
	Transfer			23 Jun 2023	1922	173402	1.7167
	Transfer			02 Feb 2024	1000	174402	1.7266
	Transfer			09 Feb 2024	1000	175402	1.7365
	Transfer			16 Feb 2024	1000	176402	1.7464
	Transfer			23 Feb 2024	3341	179743	1.7795
	Transfer			01 Mar 2024	1000	180743	1.7894
	AT THE END OF THE YEAR					180743	1.7894
5	SHANIRAJ RAJENDRA DHOLE	150000	1.4850			150000	1.4850
	AT THE END OF THE YEAR					150000	1.4850
6	HEMIL MAYURBHAI SHAH	177879	1.7611			177879	1.7611
	Transfer			07 Apr 2023	5316	183195	1.8137

	Transfer			14 Apr 2023	(1000)	182195	1.8038
	Transfer			21 Apr 2023	55	182250	1.8043
	Transfer			28 Apr 2023	50	182300	1.8048
	Transfer			05 May 2023	150	182450	1.8063
	Transfer			12 May 2023	200	182650	1.8083
	Transfer			19 May 2023	(775)	181875	1.8006
	Transfer			26 May 2023	237	182112	1.8030
	Transfer			02 Jun 2023	1855	183967	1.8213
	Transfer			09 Jun 2023	1710	185677	1.8383
	Transfer			16 Jun 2023	225	185902	1.8405
	Transfer			30 Jun 2023	(1000)	184902	1.8306
	Transfer			07 Jul 2023	200	185102	1.8326
	Transfer			14 Jul 2023	(950)	184152	1.8232
	Transfer			21 Jul 2023	300	184452	1.8261
	Transfer			11 Aug 2023	100	184552	1.8271
	Transfer			06 Oct 2023	(366)	184186	1.8235
	Transfer			24 Nov 2023	(4500)	179686	1.7789
	Transfer			01 Dec 2023	458	180144	1.7835
	Transfer			08 Dec 2023	(19314)	160830	1.5923
	Transfer			15 Dec 2023	(18750)	142080	1.4066
	Transfer			22 Dec 2023	(13000)	129080	1.2779
	Transfer			05 Jan 2024	2000	131080	1.2977
	Transfer			02 Feb 2024	(2987)	128093	1.2682
	Transfer			09 Feb 2024	(2000)	126093	1.2484
	Transfer			08 Mar 2024	500	126593	1.2533
	AT THE END OF THE YEAR					126593	1.2533
7	KIRTI DESAI	125000	1.2375			125000	1.2375
	AT THE END OF THE YEAR					125000	1.2375
8	MAYUR MANUBHAI SHAH	0	0.0000			0	0.0000
	Transfer			07 Apr 2023	102165	102165	1.0115
	Transfer			19 May 2023	(15)	102150	1.0113
	Transfer			09 Jun 2023	450	102600	1.0158
	Transfer			30 Jun 2023	(900)	101700	1.0069
	Transfer			07 Jul 2023	56	101756	1.0074
	Transfer			14 Jul 2023	(850)	100906	0.9990
	Transfer			21 Jul 2023	300	101206	1.0020
	Transfer			11 Aug 2023	250	101456	1.0044
	Transfer			06 Oct 2023	(300)	101156	1.0015
	Transfer			24 Nov 2023	(4500)	96656	0.9569
	Transfer			01 Dec 2023	(1000)	95656	0.9470
	Transfer			08 Dec 2023	4230	99886	0.9889
	Transfer			15 Dec 2023	2827	102713	1.0169



	Transfer			22 Dec 2023	1350	104063	1.0303
	Transfer			29 Dec 2023	3200	107263	1.0619
	Transfer			12 Jan 2024	1500	108763	1.0768
	Transfer			19 Jan 2024	3812	112575	1.1145
	Transfer			26 Jan 2024	350	112925	1.1180
	Transfer			02 Feb 2024	(1844)	111081	1.0997
	Transfer			23 Feb 2024	1504	112585	1.1146
	Transfer			01 Mar 2024	3035	115620	1.1447
	Transfer			08 Mar 2024	1069	116689	1.1553
	Transfer			15 Mar 2024	4008	120697	1.1949
	Transfer			22 Mar 2024	1000	121697	1.2048
	Transfer			30 Mar 2024	1000	122697	1.2147
	AT THE END OF THE YEAR					122697	1.2147
9	MAYURBHAI MANUBHAI SHAH HUF	112556	1.1143			112556	1.1143
	Transfer			07 Apr 2023	10	112566	1.1144
	Transfer			14 Apr 2023	(275)	112291	1.1117
	Transfer			21 Apr 2023	(3350)	108941	1.0785
	Transfer			28 Apr 2023	50	108991	1.0790
	Transfer			05 May 2023	500	109491	1.0840
	Transfer			12 May 2023	(50)	109441	1.0835
	Transfer			19 May 2023	(449)	108992	1.0791
	Transfer			26 May 2023	550	109542	1.0845
	Transfer			02 Jun 2023	280	109822	1.0873
	Transfer			09 Jun 2023	(900)	108922	1.0784
	Transfer			16 Jun 2023	250	109172	1.0808
	Transfer			23 Jun 2023	500	109672	1.0858
	Transfer			04 Aug 2023	(1380)	108292	1.0721
	Transfer			11 Aug 2023	200	108492	1.0741
	Transfer			15 Sep 2023	(1000)	107492	1.0642
	AT THE END OF THE YEAR					107492	1.0642
10	BHIKHUBHAI N PADSALA	105000	1.0395			105000	1.0395
	AT THE END OF THE YEAR					105000	1.0395
11	JAIHIND SYNTHETICS LTD	100000	0.9900			100000	0.9900
	AT THE END OF THE YEAR					100000	0.9900
12	JAGDISH H MEHTA	97500	0.9653			97500	0.9653
	AT THE END OF THE YEAR					97500	0.9653
13	PANKIL KUMAR SHAH	117788	1.1661			117788	1.1661
	Transfer			16 Jun 2023	(10000)	107788	1.0671
	Transfer			01 Sep 2023	(24241)	83547	0.8271
	Transfer			15 Sep 2023	(20425)	63122	0.6249
	Transfer			08 Dec 2023	(12500)	50622	0.5012
	AT THE END OF THE YEAR					50622	0.5012

iii) *Shareholding of Directors and Key Managerial Personnel:*

Sr. No.	Name of Directors & KMP	Shareholding at the beginning 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	<b>PalsiBhathena</b> As on 1st April, 2021 No Movement During the year As on 31st March, 2022	16070 0 16070	0.0016 0 0.0016	16070 0 16070	0.0016 0 0.0016
2	<b>Joseph Mathoor</b> As on 1st April, 2021 No Movement During the year As on 31st March, 2022	6500 0 6500	0.00065 0 0.00065	6500 0 6500	0.00065 0 0.00065
3	<b>Grace Mathoor</b> As on 1st April, 2021 No Movement During the year As on 31st March, 2022	0 0 0	0 0 0	0 0 0	0 0 0
4	<b>Thomas Joseph</b> As on 1st April, 2021 No Movement During the year As on 31st March, 2022	0 0 0	0 0 0	0 0 0	0 0 0
5	<b>RohaanaBhathena</b> As on 1st April, 2021 No Movement During the year As on 31st March, 2022	0 0 0	0 0 0	0 0 0	0 0 0

## INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	27,19,91,726	1,42,13,020	0	28,62,04,746
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	27,19,91,726	1,42,13,020	0	28,62,04,746
<b>Change in Indebtedness during the financial year</b>				

<input type="checkbox"/> Addition	0	1,56,78,852	0	1,56,78,852
<input type="checkbox"/> Reduction	93,96,168	1,42,13,020	0	2,36,09,188
<b>Net change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	26,25,95,558	1,56,78,852	0	27,82,74,410
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	26,25,95,558	1,56,78,852	0	27,82,74,410

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Palsi Bhathena	Rohaan Bhathena	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) of 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 (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-

**B. Remuneration to other directors :**

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Joseph Mathoor	Grace Mathoor	Thomas Joseph	
1.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board /committee meetings,</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	
	Total (1)				
2.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board/ committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	6,30,000	-	-	6,30,000
	Total (2)	6,30,000	-	-	6,30,000

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mrs. Yashashree Ukidave	Ms. Swati Jain	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	3,60,000	37,500	3,97,500
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission <ul style="list-style-type: none"> <li>- As % of profit</li> <li>- Others, specify</li> </ul>	-	-	-
5.	Others, please specify	-	-	-
	Total	3,60,000	37,500	3,60,000

**D. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	BriefDescription	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board of Directors

Sd/-  
**RohaanBhathena**  
 Director  
 DIN: 08332428

Sd/-  
**Joseph Mathoor**  
 Director and Chief Financial Officer  
 DIN: 02087812

Date: 05.09.2024  
 Place: Mumbai

SARK & ASSOCIATES LLP, Company Secretaries  
OFFICE: Unit No. 217, Gundecha Ind. Complex, Akurli Road, Kandivali East, Mumbai – 400101. Tel: 022-28844639,  
Email: [compliance@sarkcs.in](mailto:compliance@sarkcs.in)

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ANNEXURE III  
SECRETARIAL AUDIT REPORT  
For the Financial Year Ended 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial 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 our opinion thereon.

Based on our verification of the Company's 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 31<sup>st</sup> March, 2024 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 the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not applicable to the Company during the Audit Period**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Not applicable to the Company during the Audit Period**
  - c) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015; - **Complied**
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not applicable to the Company during the Audit Period**
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not applicable to the Company during the Audit Period.**
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the Company during the Audit Period.**
  - g) 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; - **Complied**
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company during the Audit Period** and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not applicable to the Company during the Audit Period.*

(vi) Other laws applicable to the company:

- i. Factories Act, 1948
- ii. The Standards of Weights and Measures (Enforcement) Act, 1985
- iii. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- iv. Industrial Employment (Standing Orders) Act, 1946
- v. Labour Law (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishment) Act, 1988
- vi. Maharashtra Shops and Establishments Act, 1948
- vii. The Industrial Disputes Act, 1947
- viii. The Minimum Wages Act, 1948
- ix. Central Excise Act, 1944
- x. Goods and Service Tax Act, 2017

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that -

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

*\*But as per our observation, Company needs to appoint one independent director.*

*\* During the period under review, Mrs. Grace Jose Mathoor, Women Director has resigned w.e.f 15<sup>th</sup> July 2024*

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

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.

**Place: Mumbai**  
**Date: 05.09.2024**

**For & on behalf of**  
**SARK & Associates LLP**  
**Company Secretaries**

**SD/-**  
**Sumit Khanna**  
**(Designated Partner)**  
**M. No. 22135 CP No. 9304**  
**UDIN: A022135F001143376**

**SARK & ASSOCIATES LLP, Company Secretaries**  
**OFFICE: Unit No. 215, Gundecha Ind. Complex, Akurli Road, Kandivali East, Mumbai – 400101. Tel: 022-28844639,**  
**Email: [compliance@sarkcs.in](mailto:compliance@sarkcs.in)**

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**SECRETARIAL AUDIT CERTIFICATE**

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

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

1. Maintenance of secretarial records 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test 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 and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever 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 are the responsibility of management. Our examination was limited to the verification of procedures on test 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.

Place: Mumbai  
Date: 05.09.2024

For & on behalf of  
SARK & Associates LLP  
Company Secretaries

SD/-  
Sumit Khanna  
(Designated Partner)  
M. No. 22135 CP No. 9304



## ANNEXURE - IV

## 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 Act including certain arm's length transactions under third proviso thereto:

**1. Details of material contracts or arrangements or transactions not at arm's length basis:**

All contracts/arrangements/transactions entered into during the year ended March 31, 2023, were at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contract/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any.	Amount paid as advances, if any.
Mr. Joseph Mathoor	Non - Executive Director	Salary	Monthly	NA	0
Mrs. Yashashree Ukidave	Company Secretary	Salary	Monthly	NA	0
Mrs. Swati Jain	Company Secretary	Salary	Monthly	NA	0

**ANNEXURE V**  
**Gist of Nomination & Remuneration Policy**

**POLICY FOR REMUNERATION TO DIRECTORS/KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT PERSONNEL**

- (1) Remuneration to Managing Director/Whole-time Directors:-
  - (a) The Remuneration/Commission etc. to be paid to Managing Director/ Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
  - (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.
  
- (2) Remuneration to Non-Executive/Independent Directors:-
  - (a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
  - (b) All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
  - (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company
  - (d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - (i) The services are rendered by such Director in his capacity as the professional; and
    - (ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
  
- (3) Remuneration to Key Managerial Personnel and Senior Management:
  - (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
  - (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**IMPLEMENTATION**

- (1) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- (2) The Committee may delegate any of its powers to one or more of its members.

**CORPORATE GOVERNANCE REPORT****Intimation of Non Applicability of reporting of Corporate Governance****Ref: Scrip Code: 531867, SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014.**

With reference to above captioned subject matter, we would like to inform you that as per Clause 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the submission of Corporate Governance Report shall not be applicable to Company, in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and net worth not exceeding Rs.25 Crores as on 31<sup>st</sup> March, 2024.

**The Status of our Company as on 31<sup>st</sup> March, 2024:**

Paid up Share Capital	Rs.9,98,82,000/-
Reserves and Surplus	Rs. (9,21,26,898)/-
<b>Net Worth</b>	<b>Rs. 77,55,102/-</b>

According to this, the Corporate Governance Report shall not apply to our Company as the paid up equity share capital and net worth of the Company, as on 31<sup>st</sup> March, 2024, is not exceeding the limit as mentioned above.

Hence the Company is not filing any documents or doing any reporting under the Reg.27 (2) of the SEBI (LODR) Regulations, 2015, for the quarter ended 31<sup>st</sup> March, 2024.

Kindly take the above information on your records.

***For Unitech International Limited***

***SD/-***

***Joseph Mathoor***

***Director***

***DIN: 02087812***

**CORPORATE GOVERNANCE CERTIFICATE**

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

1. We have examined the compliance of conditions of Corporate Governance by Unitech International Limited. ("the Company"), for the year ended on 31<sup>st</sup> March, 2024, as stipulated in:

• Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

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

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2024.

5. We 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 SARK & Associates LLP  
Company Secretaries**

Sd/  
**SumitKhanna**  
**Partner**  
**Membership no.22135**  
**COP - 9304**  
**Mumbai**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2024.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward-looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

**Segment-wise Performance**

The Company operates in two reportable segments i.e. trading Business. The Business Segment has been identified as separate segment in accordance with Ind AS 108 'Segment Reporting'.

**Risk & Concerns:**

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed at various levels of management through an effective information system.

**Opportunities and Threats:**

Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.

**Some of the key changes in the industry unfavourable to the company are:**

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes.

## **Internal Control Systems and their Adequacy:**

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

## **Human Resources:**

- The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

## **Cautionary Statement:**

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**MANAGING DIRECTOR/CFO CERTIFICATION**

**To,  
The Board of Directors,  
Unitech International Limited**

I hereby certify that:

1. I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief;
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps and I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit Committee:
  - a. Significant changes in internal control over financial reporting during the year.
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Unitech International Limited  
Sd/-  
Joseph Mathoor  
Director and Chief Financial Officer  
(DIN: 02087812)**

**Place: Mumbai  
Date: 05.09.2024**

**Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Business Conduct & Ethics**

This is to certify that the Company has laid down Code of Business Conduct & Ethics for all Board Members and Senior Management Personnel of the Company and the copies of the same are uploaded on the website of the Company - [www.unitechinternationalltd.com](http://www.unitechinternationalltd.com)

Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed having complied with the Code applicable to them during the year ended 31<sup>st</sup> March, 2024.

For Unitech International Limited

Place: Mumbai  
Date: 05.09.2024

SD/-  
**Joseph Mathoor**  
**Director and Chief Financial Officer**  
**(DIN: 02087812)**



**ANNUAL SECRETARIAL COMPLIANCE REPORT**

**Non applicability of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018**

*Ref: Scrip Code: BSE - 531867*

Dear Sir/ Madam,

This is with reference to the captioned subject in connection with the non-applicability of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. In this regard, we would like to submit that Securities and Exchange Board of India (SEBI) vide its Circular No CIR/CFD/CMDI1/27/2019 dated 8<sup>th</sup>February, 2019 prescribed the Format of Annual Secretarial Compliance Report to be submitted by a Company Secretary in Practice to the Listed Entity on compliance of all applicable SEBI Regulations and Circulars/ Guidelines issued there under and this Report shall be submitted by the Listed Entity to the Stock Exchanges within 60 days of the end of the Financial Year.

Your good self please note that vide Circular Nos. LIST/COMP/10/2019-20 and LIST/COMP/12/2019-20 dated 9<sup>th</sup> May, 2019 and 14<sup>th</sup> May 2019, respectively has clarified that the above stated compliance of submission of Annual Secretarial Compliance Report is not applicable to Listed Entities which have claimed exemption under Regulation 15(2) of SEBI (LODR), 2015.

In this regard, we respectfully submit that as our Company falls under the criteria as specified under Regulation 15(2) of the SEBI (LODR) Regulation, 2015 due to the met that the Paid up Equity Share Capital and Net Worth of the Company was below Rs. 10 crores and 25 crores respectively as on the previous Financial Year end date i.e. 31<sup>st</sup> March, 2023, the company was therefore not required to comply with the provisions of Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and SEBI Circular No CIRICFD/CMDI1/27/2019 dated 8<sup>th</sup>February, 2019 and thus not required to submit Annual Secretarial Compliance Report.

Kindly treat the same as a Disclosure under Regulation 30 of SEBI Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time

Thanking you,  
Yours Faithfully

**For Unitech International Limited**

SD/-  
**Joseph Mathoor**  
**Director & CFO**  
**DIN: 02087812**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(I) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Unitech International Limited  
714, 7th Floor, D Wing, Neelkanth Business Park,  
Kiroli Village, Vidyavihar (W), Mumbai- 400086

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Unitech International Limited having CIN L99999MH1994PLC082810 and having registered office at 714, 7th Floor, D Wing, Neelkanth Business Park, Kiroli Village, Vidyavihar (W), Mumbai- 400086 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>DIN</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Appointed date</b>
08332428	ROHAAN PALSI BHATHENA	Managing Director	30.09.2019
01764594	PALSI NADERSHA BHATHENA	Whole Time Director	11.12.2019
02087812	JOSEPH KURIAKOSE MATHOOR	Director	27.02.2003
07264096	THOMAS JOSEPH	Director	14.08.2015
07140028	GRACE JOSE MATHOOR	Director	30.03.2015
01537304	DEEPAK VADILAL KOTHARI	Independent Director	04.09.2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SARK & Associates LLP**  
**Company Secretaries**

**Sd/-**  
**SumitKhanna**  
**Partner**  
**Membership No.: 22135**  
**C P No.: 9304**

**Place: Mumbai**  
**Date: 05.09.2024**  
**UDIN: A022135F001143464**

## **Independent auditor's report**

To  
The Members of  
**Unitech International Limited**  
Report on the Audit of the Financial Statement

### **Opinion**

We have audited the accompanying financial statements of Unitech International Limited, ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended and notes to the financial statement, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit & Loss statement, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

### **Material Uncertainty Relating to Going Concern**

1. We draw attention that financial statements which, indicate that company have accumulated losses and its net worth has been eroded, the Company's has incurred a net loss during the current and previous year, the Company's current liabilities exceed its current assets as at balance sheet. These condition along with other matters, indicates that a material uncertainty exists that may cast significant doubt on the company ability to continue as going concern. The accounts, however has been prepared by the management on a going concern basis for the reason stated in aforesaid note.

Our report is not modified in respect of the above matters.

## **Other Matters**

1. The Company has various litigations pending before various authorities, the outcome of which are material but not practicable for the Company to estimate the timings of cash outflows, as well as per Legal opinions obtained by the Management of the Company, it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.
2. Balances of Trade receivables, Trade Payables, Advance and deposits received/ given, from /to customers are subject to confirmations and subsequent reconciliation.
3. Borrowings from banks and financial institutions have been classified as nonperforming assets by the lenders. Balance confirmation of the outstanding loan has not provided by Management. As the borrowings have been considered as NPA, no interest has been charged by the banks.

## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Financial Statements**

The Company's Board of Director is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid financial statements comply with the **(Ind-AS)** 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 March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. Regarding payment of managerial remuneration within limits.
- h. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
  - v. The company has not declared or paid any dividend during the year

**Prakash Mandhaniya**

Partner

Membership No.: 421679

Place: Mumbai

Dated: 30.05.2024

UDIN: 24421679BKFSWD8615

**(Annexure A to the Independent Auditors' Report)  
(Referred to in our report to the member Unitech International Limited),**

To the best of our knowledge and information, according to the explanations provided to us by the Company, the audit procedures followed by us and examination of the books of account and records examined by us in the normal course of audit, we state that:

- i. The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets. The commercial manufacturing in the company has commenced on 01st April 2019. The Plant and Machinery was put to use on 01st April 2019. As Explained to us, The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. The title deeds of immovable properties in fixed assets to the financial statements are held in the name of the Company
- ii. Based on the explanation's given to us, the physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. Physical verification of stock has been performed, it is reasonably known the extent of the discrepancies and therefore the effect has been given in the financial accounts of the company. In our opinion the nature of material as dealt by the company contains various foreign ingredients, and are very likely to weight loss of the material. The quantity and value loss adjustment is made by the management in the financials in the current year.
- iii. According to the information and explanations, The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. In our Opinion, The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.



- vi. Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of Statutory Dues.

- a) The Company has been generally regular in depositing undisputed statutory dues including Goods and Services Act, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2024 for a period of more than six months from the date they became payable, except the following:

Name of Status	Nature of Dues	Period to which amount relates	Amount (In Rs.)	Date Of Payment
Income tax Act, 1961	Income Tax	A.Y. 2022-23	12,57,030	Unpaid

- b) According to information and explanation given to us, there are no dues of GST, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year, except for the following.

Name of the statute	Nature of Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
MVAT Act, 2022	Sales Tax and Interest (CST)	1,11,76,306/-	2012-2013	Joint Commissioner Appeals
MVAT Act, 2022	Sales Tax and Interest (CST)	7,70,255/-	2014-2015	Joint Commissioner Appeals

- viii. According to the information and explanations given to us, there are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Section 43 of 1961).

**ix. In respect of Term Loans**

- a) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has delayed in repayment of following loans.

<b>Nature of borrowing, including debt securities</b>	<b>Name of lender</b>	<b>Amount not paid on due date</b>	<b>Whether principal or interest</b>	<b>No. of days delay or unpaid</b>
Cash Credit	Bank Of Maharashtra	991.37 Lakhs	Interest plus Instalment	Unpaid
Working Capital Term Loan	Bank Of Maharashtra	1145 Lakhs	Interest plus Instalment	Unpaid
Funded Interest Term Loan	Bank Of Maharashtra	155.35 Lakhs	Interest plus Instalment	Unpaid
Guaranteed Emergency Credit Line	Bank Of Maharashtra	169.77 Lakhs	Interest plus Instalment	Unpaid
Emergency Credit Line Guarantee Scheme	Bank Of Maharashtra	150.00 Lakhs	Interest	Unpaid

- b) According to the information and explanations given to us, the company has declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not borrowed any term loans during the year, hence reporting under sub-clause 3(ix)(c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.
- d) On an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company, hence reporting under sub-clause 3(ix) (d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.
- e) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures, hence sub-clause 3(ix)(e) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.
- f) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures. Hence reporting under sub-clause 3(ix)(f) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.
- x. According to information and explanation given to us, the company has not raised any money by way of initial public offer / further public offer (including debt instruments) and not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year under review, hence reporting under clause 3(x) and sub-clause (a) and (b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

- xi. According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. No fraud by the Company or any fraud on the Company has been noticed or reported and No whistle-blower complaints have been received during the year, hence Clause 3(xi) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.  
According to information and explanation given to us and on the basis of verification of records, no report under sub section (12) of section 143 of the Companies Act has been filed by Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence no reporting is required under clause 3(xi)(b) of the Companies (Auditors Report) Order.
- xii. The Company is not a Nidhi Company and hence clause 3(xii) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.
- xiii. Based on our audit procedures and on the information given by the management, the company has complied with the sections 177 and 188 of the Companies Act, 2013 for all the transactions with the related parties and the details of such transactions have been properly disclosed in the Ind AS Financial Statement as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business. But company has not made any Appointment of Internal Auditor during the year.
- xv. In our opinion and based on our examination. The company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence reporting under clause 3(xv) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.
- xvi.
- a) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company is a NBFC registered under section 45-IA of the reserve bank of India Act, 1934 and eligible to do business as a NBFC.
  - b) The Company has conducted the non-banking financial activities with a valid Certificate of Registration ('CoR') from the RBI as per the RBI Act. The Company has not conducted any housing finance activities and is not required to obtain CoR for such activities from the RBI.
  - c) The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- xvii. According to the information and explanation given to us, the company has incurred cash losses in the current financial year. The amount of cash losses incurred during the year is **Rs.66.87 Lakhs**.
- xviii. There was end of term of the previous statutory auditors during the year as per section 140 of company Act, 2013 and new auditor is appointed as per under section 139 as per company Act, 2013, accordingly. Clause (3)(xviii) Companies Report) Order 2020 is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable

of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. According to the information and explanations given to us, although the Company fulfilled the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under subsection (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
  
- xxi. According to information & explanation given to us there is no group of companies, hence not required to report in Companies (Auditors Report) Order 2020?

For and on behalf of  
ADV & Associates  
Chartered Accountants  
FRN: - 128045W

Prakash Mandhaniya  
Partner  
Membership No. 421679  
Place: Mumbai  
Dated: 30.05.2024  
UDIN: 24421679BKFSWD8615

## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Unitech International Limited**,

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Unitech International Limited**, (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls-over-Financial Reporting-**

A company's internal financial control over financial is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

**ADV & Associates**  
Chartered Accountants  
FRN.128045W

**Prakash Mandhaniya**  
Partner  
Membership No.: 421679  
Place: Mumbai  
Dated: 30.05.2024  
UDIN: 24421679BKFSWD8615

**UNITECH INTERNATIONAL LTD**  
**CIN: L99999MH1994PLC082810**  
**Standalone notes forming part of the financial statements**

**Note 1 - Significant Accounting Policies and Notes thereon**

**Corporate information**

**Unitech International Ltd** (the company) is a Public limited company domiciled in India and incorporated under the provisions of the Companies Act, **Corporate Identity Number: L99999MH1994PLC082810**, the register office of the company is located at **D-714, Neelkanth Business Park, Station Road, Vidhyavihar West Mumbai-400086, Maharashtra.**

The Company is engaged in the business as a leading manufacturer and exporter of 100% cast grade regenerated pmma sheets & monomer having a Purity of more than 98%.

**Note 1 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:**

**a. Statement of compliance:**

The financial statements have been prepared in accordance with Indian Accounting standalone ('Ind AS') notified under the Companies (Indian Accounting Standalone) Rules, 2015 as amended by the Companies (Indian Accounting Standalone) (Amendment) Rules, 2016 and other relevant provisions of the Act..

The accounting policies adopted in the preparation of financial statements are consistent with those of previous period

**b. Basis of preparation of financial statements**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standalone ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the



year ended 31st March, 2024, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as “Financial Statements”).

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

**c. Use of estimates and judgements**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**d. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from the sales, and other income being recognized on “accrual basis” upon transfer of property in goods and upon rendering of services

**e. Tangible fixed assets**

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

**f. Depreciation**

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However, management has not estimated the useful lives of assets and rate is used as per Company Act.

**g. Borrowing**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Borrowings are derecognized when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in Statement of Profit and Loss as other gains/(losses).

Borrowing costs that are attributable to the acquisition and construction of qualifying assets are capitalized. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**h. Inventories**

There have been no irregularities involving management or employees who have a significant role in the system of internal control that could have a material effect on the financial statements. During the year some stock is Written off due to Covid-19 stock value not release Stock in our books from more than Years.

**i. Income taxes**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

**j. Earnings per share**

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the average number of fully paid equity shares outstanding during the reporting period.

Earnings per share	Rs.
Profit after Tax	(24,79,18,196)

Number of Shares	99,88,200
Basic EPS = Profit after Tax / Number of Shares	(24.84)

**k. Cash flow statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**l. Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**m. Cash and cash equivalent**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India rupee accounts. On a standalone basis, balance in current and deposit, Fixed accounts stood at Rs.5,77,407/-, as at March 31, 2024.

**n. Foreign Currency Transactions**

Foreign Currency Transaction are stated the actual rate at which, being transacted. The exchange rate difference in respect of creditors & debtors are adjusted at the rate prevailing at the year-end.

**o.** The outstanding balance of debtors, Creditors, deposits and Advances are subject to confirmation and acknowledgement.

**p.** In the Opinion of board, the Value of realization of current assets, loan & Advances, in the ordinary course of business would not be less than the amount of which they are stated in the balance sheet & the provision for all known determinable liabilities is adequate and not in excess of the amount reasonably required.

**q. Event occurring after the date of balance sheet**

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director.

For ADV & Associates  
Chartered Accountants  
FRN :- 128045W

For and on behalf of Board of Directors

Palsi Bhathena  
Director  
DIN : 1764594

Rohaam Bhathena  
Director  
DIN:- 8332428

CA Prakash Madhaniya  
Partner  
Place: Mumbai  
Date : 30.05.2024

Mrs Swati Jain  
Company Secretary  
A26830

Thomas Joseph  
Director  
DIN:- 7264096

**UNITECH INTERNATIONAL LTD**  
CIN:L99999MH1994PLC082810  
**Balance Sheet As At 31st March 2024**

(Rs. In Lakhs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
<b>ASSETS</b>			
<b>1 Non - Current assets</b>			
a Property, Plant and Equipment	1	357.92	504.09
b Capital work-in-progress		-	-
c Investment Property		-	-
d Goodwill		-	-
e Other Intangible assets		-	-
f Intangible assets under development		-	-
g Biological Assets other than bearer plants		-	-
h Financial Assets			
i Investments		-	-
b Financial Assets		-	-
i Loans & Advances	2	20.87	21.09
iii Others (to be specified)		-	-
c Other Non - Current assets	3	14.34	19.95
<b>Sub-Total</b>		<b>393.12</b>	<b>545.13</b>
<b>2 Current assets</b>			
a Inventories	4	130.09	704.69
b Financial Assets		-	-
i Investments		-	-
ii Trade receivables	5	603.15	2,517.40
iii Cash and cash equivalents	6	5.77	10.59
iv Bank balances other than (iii) above		-	-
v Loans		-	-
vi Others		-	-
c Current Tax Assets (Net)	7	70.85	69.44
d Deferred Tax Assets (Net)	8	10.65	0.72
e Other Current Assets	9	150.21	82.61
<b>Sub-Total</b>		<b>970.72</b>	<b>3,385.45</b>
<b>Total Assets</b>		<b>1,363.85</b>	<b>3,930.59</b>
<b>EQUITY AND LIABILITIES</b>			
<b>A Equity</b>			
Equity Share capital	10	998.82	998.82
Other Equity	11	(3,632.36)	(921.27)
<b>Total Equity</b>		<b>(2,633.54)</b>	<b>77.55</b>
<b>B Liabilities</b>			
<b>Non-current liabilities</b>			
a Financial Liabilities			
i Borrowings	12	2,774.80	1,445.75
ii Trade payables		-	-
iii Other financial liabilities		-	-
b Provisions		-	-
c Other non-current liabilities		-	-
<b>Sub-Total</b>		<b>2,774.80</b>	<b>1,445.75</b>
<b>Current liabilities</b>			
a Financial Liabilities			
i Borrowings	13	7.94	1,416.30
ii Trade payables			
a Total Outstanding dues of Micro and small enterprises and		-	-
b Total Outstanding dues creditors of other than Micro and small enterprises	14	1,145.25	931.05
iii Other financial liabilities		-	-
b Current Tax Liabilities (Net)	15	28.52	31.29
c Provisions		-	-
c Other Current Liabilities	16	40.87	28.64
<b>Sub-Total</b>		<b>1,222.58</b>	<b>2,407.29</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,363.85</b>	<b>3,930.59</b>

For ADV & Assciates LLP  
Chartered Accountant  
FRN: 128045W

Sd/-  
CA Prakash Madhaniya  
Partner  
M. No:- 421679

Place: Mumbai  
Date :

For and on behalf of the Board of Directors  
Unitech International Limited  
CIN:L99999MH1994PLC082810

Sd/-  
Palsi Bhatena  
(Director)  
DIN:- 01764594

Sd/-  
Ms. Swati Jain  
Company Secretary  
A49274

Sd/-  
Joseph Mathoor  
(Director)  
DIN:- 02087812

Sd/-  
Thomas Joseph  
(Director)  
DIN:- 07264096

## UNITECH INTERNATIONAL LTD

CIN:L99999MH1994PLC082810

## Statement of Profit and Loss for the year ended 31st March 2024

Sr. No	Particulars	Note No.	Year ended on	
			31/03/2024	31/03/2023
			Rs. In Lakhs	Rs. In Lakhs
<b>1</b>	<b>INCOME FROM OPERATIONS</b>			
	(a) Revenue from operations	17	502.69	2,314.09
	(b) Other Income	18	3.63	11.43
	<b>Total Income</b>		<b>506.32</b>	<b>2,325.52</b>
<b>2</b>	<b>EXPENSES</b>			
	(a) Cost of Material Consumed	19	518.40	1,999.46
	(b) Purchase of Stock in Trade		-	-
	(c) Changes in inventories of finished goods, WIP and Stock in trade	20	574.60	885.83
	(d) Employee Benefit Expense	21	43.87	100.01
	(e) Finance Cost	22	(0.43)	284.99
	(f) Depreciation and Amortization Expense	23	146.17	158.00
	(g) Other Administrative Expenses	24	1,944.74	75.35
	<b>Total Expenses</b>		<b>3,227.33</b>	<b>3,503.63</b>
<b>3</b>	<b>Profit/(Loss) before Tax (1-2)</b>		<b>(2,721.01)</b>	<b>(1,178.11)</b>
<b>4</b>	<b>Tax Expenses</b>			
	(a) Current Tax		-	-
	(b) Deffered Tax		9.92	(13.62)
<b>5</b>	<b>Net Profit / (Loss) for the period (3-4)</b>		<b>(2,711.09)</b>	<b>(1,164.49)</b>
<b>6</b>	<b>Other Comprehensive Income</b>			
	Items that will not be reclassified to profit or loss			
	Items that will be reclassified to profit or loss		-	
<b>7</b>	<b>Total Comprehensive Income</b>		<b>(2,711.09)</b>	<b>(1,164.49)</b>
<b>8</b>	<b>Paid - Up equity share capital ( Equity Share of Rs. 10/- each)</b> <i>(No. of Shares in Lacs)</i>		<b>99.88</b>	<b>998.82</b>
<b>9</b>	<b>Earning per equity share (Rs.)</b>			
	(1) Basic		(27.14)	(1.17)
	(2) Diluted		(27.14)	(1.17)

In terms of our report attached.

For ADV &amp; Associates LLP

Chartered Accountant

FRN: 128045W

Sd/-

CA Prakash Madhaniya

Partner

M. No:- 421679

Place: Mumbai

Date :

For and on behalf of the Board

Unitech International Limited

CIN:L99999MH1994PLC082810

Sd/-

Palsi Bhatena

(Director)

DIN:- 01764594

Sd/-

Ms. Swati Jain

Company Secretary

A49274

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Joseph Mathoor

(Director)

DIN:- 02087812

Sd/-

Thomas Joseph

(Director)

DIN:- 07264096

**UNITECH INTERNATIONAL LTD**

CIN:L99999MH1994PLC082810

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**

**(All amounts in Lakhs)**

Sr. No.	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>A.</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit/(Loss) before Tax and Extraordinary Income	(2,721.01)	(1,178.11)
	<b>Other Changes:</b>		
	Depreciation & Amortization expense	146.17	158.00
	Interest Paid	-	281.58
	Interest Received	-	-
	<b>Operating Profit/(Loss) Before Working Capital Changes:</b>	<b>(2,574.84)</b>	<b>(738.53)</b>
	<b>Working Capital Changes</b>		
	(Increase)/decrease in Trade Receivables	1,914.25	(163.39)
	(Increase)/decrease in Inventories	574.60	885.83
	(Increase)/decrease in Other Receivables	-	(19.95)
	(Increase)/decrease in Other current Assets	(63.17)	(108.27)
	Increase/(decrease) in Short Term Provisions	-	-
	Increase/(decrease) in Other Current Liabilities	12.23	12.42
	Increase/(decrease) in Other Current Financial Liabilities	(2.77)	(1,334.47)
	Increase/(decrease) in Trade Payables	214.20	466.53
	<b>Net Cash From Operating Activities before Income Tax</b>	<b>74.484</b>	<b>(999.85)</b>
	Less: Income Tax paid during the Year	-	-
	<b>Net Cash From Operating Activities</b>	<b>74.484</b>	<b>(999.85)</b>
<b>B.</b>	<b>Cash Flow From Investing Activities:</b>		
	(Increase)/decrease in Fixed Assets( Capital Work in Progress)	-	(39.54)
	(Increase)/decrease in Other Non Current Assets		
	(Increase)decrease in Investments		
	(Increase)decrease in Long Term Loans & Advances	-	(1.05)
	Interest Received		-
	<b>Net Cash from Investing Activities</b>	<b>-</b>	<b>(40.59)</b>
<b>C.</b>	<b>Cash Flow From Financing Activities:</b>		
	Issue of Equity Share Capital		
	Securities premium on issue of share		
	Increase/(decrease) in Long Term Borrowings	(79.30)	1,325.71
	Increase/(decrease) in Short Term Borrowings		
	Increase/(decrease) in Reserves		
	Interest Paid	-	(281.58)
	<b>Net Cash used in Financing Activities</b>	<b>(79.30)</b>	<b>1,044.126</b>
	<b>Net Increase/(Decrease) in Cash and Cash equivalents</b>	<b>(4.82)</b>	<b>3.696</b>
<b>D.</b>	<b>Cash and Cash Equivalents:</b>		
	Opening Balance	10.594	6.898
	Closing Balance	5.774	10.594

In terms of our report attached.  
For ADV & Associates LLP  
Chartered Accountant  
FRN: 128045W

Sd/-  
CA Prakash Madhaniya  
Partner  
M. No:- 421679

Place: Mumbai  
Date :

For and on behalf of the Board of Directors  
Unitech International Limited  
CIN:L99999MH1994PLC082810

Sd/-  
Palsi Bhathena  
(Director)  
DIN:- 01764594

Sd/-  
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(Director)  
DIN:- 02087812

Sd/-  
Ms. Swati Jain  
Company Secretary  
A49274

Sd/-  
Thomas Joseph  
(Director)  
DIN:- 07264096



**M/S. UNITECH INTERNATIONAL LTD**

**Notes forming part of Financial statements**

**Note No 1 : Property, Plant & Equipment**

(All amounts in Rupees)

Particulars	Computer & Accessories	Veihal	Furniture & Fixtures	Plant & Machinery	Office Equipment	Office Premises	Total
<b><u>I. Gross Block</u></b>							
Balance As at 1 April 2021	197,436.00	6,240,023.00	1,130,761.00	58,170,089.00	1,048,389.00	107,956,889.00	<b>174,743,587</b>
Additions	9,915.00	-	-	1,857,840.00	-	-	<b>1,867,755</b>
Disposals	-	-	-	-	-	-	<b>-</b>
Balance as at 31 March 2022	207,351.00	6,240,023.00	1,130,761.00	60,027,929.00	1,048,389.00	107,956,889.00	<b>176,611,342</b>
Additions	-	-	-	3,953,518.54	-	-	<b>3,953,519</b>
Disposals	-	-	-	-	-	-	<b>-</b>
Balance as at 31 March 2023	207,351.00	6,240,023.00	1,130,761.00	63,981,447.54	1,048,389.00	107,956,889.00	<b>180,564,861</b>
Additions	-	-	-	-	-	-	<b>-</b>
Disposals	-	-	-	-	-	-	<b>-</b>
<b>Balance as at 31 March 2024</b>	<b>207,351.00</b>	<b>6,240,023.00</b>	<b>1,130,761.00</b>	<b>63,981,447.54</b>	<b>1,048,389.00</b>	<b>107,956,889.00</b>	<b>180,564,861</b>
<b><u>II. Accumulated Depreciation</u></b>							
Balance As at 1 April 2021	187,564.00	2,926,814.00	1,074,223.00	20,167,727.00	972,425.00	72,635,757.00	<b>97,964,510</b>
Depreciation expenses for the year	6,262.44	395,081.92	-	7,308,038.49	14,693.88	8,667,681.00	<b>16,391,758</b>
Disposal of assets	-	-	-	-	-	-	<b>-</b>
Balance as at 31 March 2022	193,826.44	3,321,895.92	1,074,223.00	27,475,765.49	987,118.88	81,303,438.00	<b>114,356,268</b>
Depreciation expenses for the year	2,307.23	328,936.75	-	6,793,319.14	7,774.09	8,667,681.00	<b>15,800,018</b>
Disposal of assets	-	-	-	-	-	-	<b>-</b>
Disposals- Discontinued Operations	-	-	-	-	-	-	<b>-</b>
Balance as at 31 March 2023	196,133.67	3,650,832.67	1,074,223.00	34,269,084.63	994,892.97	89,971,119.00	<b>130,156,286</b>
Depreciation expenses for the year	850.13	284,724.01	-	5,659,430.70	4,300.22	8,667,681.00	<b>14,616,986</b>
Disposal of assets	-	-	-	-	-	-	<b>-</b>
Disposals- Discontinued Operations	-	-	-	-	-	-	<b>-</b>
<b>Balance as at 31 March 2024</b>	<b>196,983.80</b>	<b>3,935,556.68</b>	<b>1,074,223.00</b>	<b>39,928,515.33</b>	<b>999,193.19</b>	<b>98,638,800.00</b>	<b>144,773,272</b>
<b><u>III. Net Block</u></b>							
Balance as at 31 March 2023	11,217.33	2,589,190.33	56,538.00	29,712,362.91	53,496.03	17,985,770.00	<b>50,408,575</b>
<b>Balance as at 31 March 2024</b>	<b>10,367.20</b>	<b>2,304,466.32</b>	<b>56,538.00</b>	<b>24,052,932.21</b>	<b>49,195.81</b>	<b>9,318,089.00</b>	<b>35,791,589</b>

**Note:** On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant & equipment recognised as at 1 April 2016 measured as per GAAP, which in case of Company, corresponds with carrying costs measured in accordance with Ind AS 16 Property, plant & Equipment.

**UNITECH INTERNATIONAL LTD**

**Notes to Financial statements for the year ended**

<b>Notes 2 : Loans &amp; Advances</b>		<b>(All amounts in Rupees)</b>	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	
i. Long Term			
(a) Security Deposits	2,004,464	2,009,464	
(b) Loans to related parties	-	-	
(c) Employee loans	-	-	
(d) Fixed Deposits	82,243	100,000	
<b>Total</b>	<b>2,086,707</b>	<b>2,109,464</b>	
ii. Loans Receivables shall be sub-classified as: –	-	-	
a. Loans Receivables considered good - Secured	-	-	
b. Loans Receivables considered good - Unsecured	-	-	
c. Loans Receivables which have significant increase in Credit Risk	-	-	
d. Loans Receivables - credit impaired	-	-	
iii. Allowance for bad and doubtful loans shall be disclosed under the relevant heads separately.	-	-	
iv. Loans due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies	-	-	
<b>Total Non- Current Loans &amp; Advances</b>	<b>2,086,707</b>	<b>2,109,464</b>	

<b>Notes 3 : Other Non - Current Assets</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Appeal	-	548,453
Custom Duty Refund	138,031	138,031
Prepaid Expenses	-	2,500
Prepaid Insurance	48,373	58,787
IGST Refund	429,634	429,634
Others	818,033	818,033
<b>Total</b>	<b>1,434,071</b>	<b>1,995,439</b>

<b>Notes 4 : Inventories</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>i. Inventories shall be classified as</b>		
a. Raw materials	6,401,933	5,372,917
b. Work-in-progress	-	17,645
c. Finished goods	6,607,029	65,078,031
d. Stock-in-trade (in respect of goods acquired for trading)	-	-
e. Stores and spares	-	-
f. Loose tools and	-	-
g. Others (specify nature).	-	-
	<b>13,008,962</b>	<b>70,468,602</b>
ii. Goods-in-transit shall be disclosed under the relevant sub-head of inventories.	-	-
<b>Total</b>	<b>13,008,962</b>	<b>70,468,602</b>

<b>Notes 5 : Trade Receivables</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>(i) Trade Receivables</b>		
(a) Trade Receivables considered good - Secured;	-	251,739,964
(b) Trade Receivables considered good - Unsecured;	-	-
(c) Trade Receivables which have significant increase in Credit Risk; and	60,315,430	-
(d) Trade Receivables - credit impaired.	-	-
<b>Total</b>	<b>60,315,430</b>	<b>251,739,964</b>

<b>Notes 6 : Cash &amp; Cash Equivalents</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Cash in Hand	247,017	194,850
Cash at Bank	330,390	864,522
<b>Total</b>	<b>577,407</b>	<b>1,059,373</b>

<b>Notes 7 : Current Tax Assets</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
GST Receivable	6,548,953	6,491,400
TDS Receivable	3,250	258,674
TCS Receivable ( FY 2020-21)	3,216	25,552
TDS FY 2020-21	-	168,189
Balance With Revenue Authority	529,703	-
M.A.T. Credit Entitlement	-	-
<b>Total</b>	<b>7,085,121</b>	<b>6,943,815</b>

<b>Notes 8 : Deferred Tax Assets</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Deferred Tax Asset/(Liability)	992,241	1,362,380
Opening Balance	72,393	(1,289,987)
<b>Total</b>	<b>1,064,634</b>	<b>72,393</b>

<b>Notes 9 : Other Current Assets</b>		
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Advance to Suppliers	15,020,647	8,261,239
Others	-	-
<b>Total</b>	<b>15,020,647</b>	<b>8,261,239</b>

**UNITECH INTERNATIONAL LTD**  
Notes forming part of the Financial Statements

<b>Note 10: Equity Share Capital</b>		(All amounts in Rupees)			
Sr. No	Particulars	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2024	Year ended 31st March 2023
1	<b>AUTHORIZED SHARE CAPITAL</b>				
	<b>Equity Share Capital</b>				
	1,10,00,000 equity shares of Rs 10 each(March 31,2018: 1,10,00,000 Equity shares of Rs 10 each )	110,000,000	110,000,000	55,000,000	55,000,000
		110,000,000	55,000,000	55,000,000	55,000,000
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>				
	99,88,200 Equity shares of Rs 10 each (March 31, 2018:99,88,200 Equity shares of Rs. 10 Each)	99,882,000	99,882,000	52,752,000	52,752,000
	<b>Total in Rs.</b>	<b>99,882,000</b>	<b>99,882,000</b>	<b>52,752,000</b>	<b>52,752,000</b>

a) Reconciliation of Numbers of Shares equity shares outstanding at the beginning and at the end of year is as given below.						
Particulars		As at March 31,2024		As at March 31,2023		
		No of Shares	Rs	No of Shares	Rs	
Equity shares outstanding as at the beginning of year		99,882,000	99,882,000	99,882,000	99,882,000	
Number of shares outstanding at the end of the year		99,882,000	99,882,000	99,882,000	99,882,000	

**b) Terms / Rights Attached to Equity Shares**

The company has only one class of shares referred to as equity shares having a par value of Rs. 10 each.

Each shareholder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all the matters submitted to vote in the shareholders meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The company does not have any holding company/ultimate holding company.

d) Details of shareholders holding more than 5% Equity shares of the Company			
Name of Shareholders	Current Year	Previous Year	
Mr.Dhruv Desai	2,432,500.00	2,432,500.00	
(%) of shareholding	24.08%	24.08%	

<b>Note 11: Other Equity</b>		(All amounts in Rupees)	
Sr. No	Particulars	Year ended 31st March 2024	Year ended 31st March 2023
1	<b>Retained Earnings</b>		
	Balance as per the last financial statements	(92,126,898)	24,321,943.00
	Profit for the Year	-	(116,376,448)
	Provision for Income Tax & Deffered Tax	(1,064,634)	(72,393)
	<b>Closing Balance</b>	<b>(93,191,532)</b>	<b>(92,126,898)</b>
	<b>Total in `</b>	<b>(93,191,532)</b>	<b>92,126,898</b>

**Nature and Purpose Reserve:**

**A) Retained Earnings**

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013

**UNITECH INTERNATIONAL LTD****Notes to Financial statements for the year ended****Notes 12 : Borrowings**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Long term borrowings</b>		
<b>Secured</b>	-	-
Term loans	-	
i. From banks	261,801,645	144,575,096
<b>Unsecured</b>	-	
Term loans	-	
i. From banks	-	-
ii. From other parties	15,678,852	-
<b>TOTAL</b>	<b>277,480,497</b>	<b>144,575,096</b>

**Notes 13 : Short Term Borrowings**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Current borrowings</b>		
<b>Secured</b>		
Term loans		
i. From banks	793,913	127,416,629
<b>Unsecured</b>		
Term loans		
i. From banks	-	-
ii. From other parties	-	14,213,020
<b>Total</b>	<b>793,913</b>	<b>141,629,649</b>

**Note 14 : Trade Payables**

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Total outstanding dues of micro enterprises and small enterprises□	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	114,524,800	93,105,224
<b>Total</b>	<b>114,524,800</b>	<b>93,105,224</b>

**Notes 15 : Current Tax Liabilites (Net)**

Particulars	As at 31st March 2024	As at 31st March 2023
TDS Payable	450,659	199,787
Profession Tax Payable	11,275	38,750
VAT Payable	2,023,846	2,023,846
Income Tax	366,206	823,867
GST Payable	-	43,130
<b>Total</b>	<b>2,851,986</b>	<b>3,129,380</b>
	-	208,674

**Notes 16 : Other Current Liabilites**

Particulars	As at 31st March 2024	As at 31st March 2023
Advance from Suppliers	4,087,464	2,864,403
Outstanding Expenses	-	-
<b>Total</b>	<b>4,087,464</b>	<b>2,864,403</b>

**UNITECH INTERNATIONAL LTD**

Notes to Financial statements for the year ended

**Note 17 : Revenue from Operations**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Sale of Goods</b>		
India	50,269,158	2,110
Outside India	-	179
<b>Sale of Services</b>		
Commission and Rent	-	-
<b>Total</b>	<b>50,269,158</b>	<b>2,290</b>

**Note 18 : Other Income**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Interest</b>		
FD Interest	-	-
<b>Other non-operating income</b>		
Balance W/o	362,673	8.75
Foreign Exchange Profit	-	(0.52)
Duty Drawback	-	-
Discount	-	(0.05)
VAT Refund	-	2.73
Profit on License Purchase	-	0.52
		-
<b>Total</b>	<b>362,673</b>	<b>11.43</b>

**Note No 19 : Cost of Material Consumed**

Particulars	As at 31st March 2023	As at 31st March 2022
Purchases	45,772,786	1,851.23
Add: Direct Expense	6,066,734	148.22
<b>Total</b>	<b>51,839,520</b>	<b>1,999.46</b>

**Note 20 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Opening</b>		
Stock in Trade	65,078,031	1,288.69
WIP Stock	17,645	9.18
Raw Material	5,372,917	292.64
	<b>70,468,594</b>	<b>1,590.51</b>
<b>Closing</b>		
Stock in Trade	6,607,029	650.78
WIP	-	0.18
Raw Material	6,401,933	53.73
	<b>13,008,962</b>	<b>705</b>
<b>Increase/Decrease</b>		
Stock in Trade	<b>57,459,632</b>	<b>885.83</b>

**Note 21 : Employee Benefit Expenses**

Particulars	As at 31st March 2024	As at 31st March 2023
Salaries, Wages & Bonus	4,386,646	82.76
Directors Remuneration	-	15.38
Staff Welfare Expenses	-	1.86
<b>Total</b>	<b>4,386,646</b>	<b>100.01</b>

**Note 22 : Finance costs**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Interest Expenses</b>		
Interest on OD	-	1.57
Interest on Term Loan	-	155.34
Interest On CC	844,884	124.37
Interest On Other Loan	(1,172,242)	0.31
<b>Financial &amp; Bank Charges</b>		
Bank Charges	-	1.65
Processing Charges & Prepayment Charges	273,979	1.75
	-	-
<b>Total</b>	<b>(43,042)</b>	<b>285</b>

**Note 23 : Depreciation and amortisation expense**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Depreciation &amp; Amortisation</b>		
Depreciation of Tangible Assets	14,616,986	158.00
	-	-
<b>Total</b>	<b>14,616,986</b>	<b>158.00</b>

**UNITECH INTERNATIONAL LTD**  
**Notes to Financial statements for the year ended**

**Note 24 : Other Expenses**

Particulars	As at 31st March 2024	As at 31st March 2023
Advertisement	12,236	0.19
Audit Fees	75,000	5.00
Commission	40,069	0.33
Computer Maintenance Charges	74,806	
Conveyance Expenses	-	0.92
Vehicle Expenses	-	0.14
Courier Charges	3,451	0.12
discounts	-	0.18
Electricity Charges	95,011	0.91
ROC Charges	-	0.04
Insurance Charges	241,864	2.26
Interest & penalty	528,841	22.93
Legal & Professional Fees	1,525,000	22.40
Office Expenses	-	0.25
Office Rent	1,155,579	10.57
Printing & Stationery	66,363	0.69
Repairs & maintance	5,704	0.18
Telephone	-	0.00
Travelling Expenses	5,000	1.75
Loading & Unloading charges	-	0.66
Listing Fees	425,000	4.06
Others	123,780	1.06
Provision for Doutsful debts	190,095,823	
<b>Total</b>	<b>194,473,527</b>	<b>75.35</b>

**ATTENDANCE SLIP**

**UNITECH INTERNATIONAL LIMITED**

CIN: L99999MH1994PLC082810

Regd Office: D/714, 7th Floor, D-Wing, Neelkanth Business Park, Kiroli Village, Vidhyavihar (West),  
Mumbai-400086

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Shareholders of the Company being held on, Monday, 30<sup>th</sup> September, 2024 at 10.30 a.m. at "P" Parking Podium, Neelkanth Business Park, Station Road, Vidhyavihar West, Near Vidhyavihar Station, Mumbai - 400086.

DP Id. : \_\_\_\_\_

Client ID : \_\_\_\_\_

Folio No. : \_\_\_\_\_

No. of Share Held : \_\_\_\_\_

Name of Shareholder : \_\_\_\_\_

Name of Joint holder : \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be Filed in case of the proxy attends instead of shareholder)

\_\_\_\_\_  
Signature of Shareholder/Proxy



## UNITECH INTERNATIONAL LIMITED

CIN: L99999MH1994PLC082810

Regd Office: D/714, 7th Floor, D-Wing, Nilkant Business Park,  
Kirol Village, Vidhyavihar (West), Mumbai-400086**Form No. MGT 11**  
**PROXY FORM**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management Administration) Rules, 2014)

CIN: L99999MH1994PLC082810

**Name of the Company:** Unitech International Limited**Registered office:** D/714, 7th Floor, D-Wing, Neelkanth Business Park, Kirol Village, Vidhyavihar  
(West), Mumbai-400086

Name of Member: \_\_\_\_\_

Registered Address: \_\_\_\_\_

E Mail ID: \_\_\_\_\_

Folio No./ Client ID : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ holding \_\_\_\_\_ shares of Unitech International  
Limited, hereby appoint

1. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_ Email ID : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual  
General Meeting of the Company to be held on Monday, September 30, 2024 at 10.30 a.m. at "P"  
Parking Podium, Neelkanth Business Park, Station Road, Vidhyavihar West, Near Vidhyavihar  
Station, Mumbai - 400086 and at any adjournment thereof in respect of such resolutions as are  
indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2024		
2. To appoint a Director in place Joseph Mathoor (DIN: 02087812), who retires by rotation and being eligible, offers himself for re-appointment		
3. Appointment of Statutory Auditor		
4. Re-Appointment of Mr. Rohaan Bhathena as Managing Director of the Company		
5. Re-Approval of Mr. Palsi Bhathena as Whole Time Director of the Company		
6. Re-Appointment of Mr. Dipak Kothari as Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholders \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix Rs.  
1  
Revenue  
Stamp*Note: 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.*

BOOK POST

**Registered Office:**

D/714, 7th Floor, D-Wing, Nilkant Business Park,  
Kiorl Village, Vidhyavihar (West), Mumbai-400086

**CIN: L99999MH1994PLC082810**

Email: [complianceunitech@gmail.com](mailto:complianceunitech@gmail.com)

Website: [www.unitechinternationaltd.com](http://www.unitechinternationaltd.com)

Tel: 022 -66667004