

Statistical Abetroof

## **Company Focus**

11 February 2008 | 13 pages

Change in opinion ☑ Rating change ☑ Target price change ☑

# **Unitech (UNTE.BO)**

## Upgrade to Buy: Rising NAV, Corrected Stock – an Opportunity

- Raising target to Rs454 We upgrade Unitech to Buy/Medium Risk with stock down 33%, underperforming the Sensex (20%), over last 1 mth and trading at 11% discount to NAV vs. its 33% avg premium. We see upside and increase target to Rs454 while maintaining our 15% premium on increased Mar'09 NAV of Rs395 as we roll 12-m forward and factor in recently disclosed land bank.
- Residential close to bottoming; asset mix more balanced With prices stagnating and volumes low, downside on residential appears limited; rate cut a potential catalyst. Unitech's asset mix also improves; share of residential down to 60% of gross NAV (vs. 65% earlier) enabling it to tap growth across assets.
- Sizeable additions to land bank, at reasonable costs Adds ~2,100 acres in strategic locations across key tier-I cities (Mumbai, Chennai, Hyderabad and Kolkata) at reasonable cost of ~Rs184/sqft. This expands Unitech's scale by ~105m sqft and widens geographic spread in tier-I cities, particularly Mumbai.
- Thrust on asset monetization Plans are underway for monetizing its 40% stake in 3 IT Parks through listing of Office Trust and using UCP, AIM Fund as a vehicle for more asset injections though this remains contingent on capital.
- Key risks; potential stock triggers Key risks are leveraged balance sheet, potential capital constraint (on delay in Trust listing/capital raising) in difficult markets and increased execution risks in slum rehab projects. Value unlocking of telecom licenses and rate compressions are triggers not built in our target.

Buy/Medium Risk	1 M
from Sell/Medium Risk	
Price (08 Feb 08)	Rs351.05
Target price	Rs454.00
from Rs314.00	
Expected share price return	29.3%
Expected dividend yield	0.1%
Expected total return	29.4%
Market Cap	Rs569,886M
	US\$14,422M

PIICE P	# I I U I III a I I	CE (KIG: U	INIE.DU, DE	: UI IN)
INR				
500				$\sim$
400				. /
300			~~~	Λ,
200		~~		
100				
	30 Mar	29 Jun	28 Sep	31 Dec

Drice Derformance (DIC, HNTE DO DD, HT IN)

Year to Net Profit	Diluted EPS	EPS growth	growth P/E	P/B	ROE	Yield	
31 Mar	(RsM)	(Rs)	(%)	(x)	(x)	(%)	(%)
2006A	841	0.52	152.0	nm	nm	36.9	0.0
2007A	13,058	8.04	na	43.6	28.6	115.9	0.1
2008E	16,374	10.09	25.4	34.8	15.9	58.6	0.1
2009E	27,542	16.97	68.2	20.7	9.0	55.7	0.1
2010E	41,908	25.82	52.2	13.6	5.5	50.0	0.1

See Appendix A-1 for Analyst Certification and important disclosures.

#### Ashish Jagnani<sup>1</sup> +91-22-6631-9861 ashish.jagnani@citi.com Aditya Narain, CFA<sup>1</sup>

+91-22-6631-9879 aditya.narain@citi.com

Karishma Solanki<sup>1</sup> +91-22-6631-9854 karishma.solanki@citi.com

Citi Investment Research is a division of Citigroup Global Markets Inc. (the "Firm"), which does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the Firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision. Non-US research analysts who have prepared this report are not registered/qualified as research analysts with the NYSE and/or NASD. Such research analysts may not be associated persons of the member organization and therefore may not be subject to the NYSE Rule 472 and NASD Rule 2711 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account.

¹Citigroup Global Markets India Private Limited

Fiscal year end 31-Mar	2006	2007	2008E	2009E	2010E
Valuation Ratios					
P/E adjusted (x)	nm	43.6	34.8	20.7	13.6
P/E reported (x)	nm	43.6	34.8	20.7	13.6
P/BV (x)	nm	28.6	15.9	9.0	5.5
Dividend yield (%)	0.0	0.1	0.1	0.1	0.1
Per Share Data (Rs)					
EPS adjusted	0.52	8.04	10.09	16.97	25.82
EPS reported	0.52	8.04	10.09	16.97	25.82
BVPS	1.60	12.29	22.11	38.83	64.39
NAVps ordinary	na	na	na	na	na
DPS	0.12	0.29	0.25	0.25	0.25
Profit & Loss (RsM)					
Net operating income (NOI)	2,427	19,565	29,435	46,495	69,064
G&A expenses	-1,077	0	-2,981	-3,459	-5,116
Other Operating items	-110	-66	-231	-289	-550
EBIT including associates	1,240	19,499	26,222	42,747	63,399
Non-oper./net int./except.	152	-1,567	-3,481	-3,956	-4,373
Pre-tax profit	1,392	17,933	22,741	38,791	59,025
Tax	-513	-4,864	-6,368	-11,249	-17,117
Extraord./Min. Int./Pref. Div.	-38	-11	0	0	0
Reported net income	841	13,058	16,374	27,542	41,908
Adjusted earnings	841	13,058	16,374	27,542	41,908
Adjusted EBIT	1,238	19,485	26,222	42,747	63,399
Adjusted EBITDA	1,350	19,565	26,454	43,036	63,949
Growth Rates (%)					
NOI	95.1	706.1	50.4	58.0	48.5
EBIT adjusted	211.5	nm	34.6	63.0	48.3
EPS adjusted	152.0	nm	25.4	68.2	52.2
Cash Flow (RsM)					
Operating cash flow	-2,165	-21,520	-3,161	17,672	16,023
Depreciation/amortization	113	80	231	289	550
Net working capital	-2,180	-46,788	-6,466	-10,884	-12,794
Investing cash flow	-3,127	-7,229	-22,108	-968	353
Capital expenditure	-3,485	-2,826	-5,608	-5,292	-6,852
Acquisitions/disposals	0	0	0	0	0
Financing cash flow	6,474	35,077	30,304	-14,588	-14,573
Borrowings	6,686	29,356	30,710	-14,182	-14,167
Dividends paid  Change in cash	-188 <b>1,182</b>	-477 <b>6,328</b>	-406 <b>5,035</b>	-406 <b>2,116</b>	-406 <b>1,804</b>
	1,102	0,320	0,000	2,110	1,004
Balance Sheet (RsM)	44 500	100.000	100.015	104 400	005 000
Total assets	44,522	130,900	162,015	194,496	235,063
Cash & cash equivalent Net fixed assets	3,899	10,227 8,148	15,262	17,378	19,182
Total liabilities	4,887 <b>41,688</b>	110,944	12,904 <b>126,105</b>	17,907 <b>131,450</b>	23,939 <b>130,515</b>
Total Debt	10,449	39,805	70,515	56,333	42,166
Shareholders' funds	<b>2,834</b>	19,956	35,910	<b>63,045</b>	104,548
Profitability/Solvency Ratios	<u> </u>	· ·	,	,	,
EBIT margin adjusted (%)	13.9	60.1	48.4	49.4	49.6
ROE adjusted (%)	36.9	115.9	58.6	55.7	50.0
ROA adjusted (%)	2.4	14.9	11.2	15.5	19.5
Net debt to equity (%)	231.1	148.2	153.9	61.8	22.0
Interest coverage (x)	2.9	6.5	6.1	8.6	11.6
<u>-</u>					

For further data queries on Citigroup's full coverage universe please contact CIR Data Services Asia Pacific at CitiResearchDataServices@citigroup.com or +852-2501-2791



Upgrade premised on enhanced scale, more balanced asset mix/geographic spread and attractive valuations of 11% discount to NAV

While we are likely to see some more volatility, we believe risk/reward post recent correction is now favorable

# **Key Points**

# Reasons for Upgrade

We are upgrading Unitech to a Buy (1M) from a Sell (3M), post the recent sell-off with stock down 33%, underperforming the Sensex (20%), over last 1 month. Our upgrade is premised on 1) Unitech's enhanced scale with portfolio of ~696m sqft spread over 8-10 years; 2) sizeable land additions have widened geographic spread and improved asset mix; and 3) attractive valuations with stock trading at 11% discount to our revised NAV vs. its average 33% premium over Aug'07 to Jan'08. We see potential upside and increase our target price to Rs454 while maintaining our 15% premium on increased Mar'09 NAV of Rs395 as we roll 12-months forward and factor in recently disclosed land bank.

## Is the timing, appropriate?

In our view, yes, although we expect to see some more volatility ahead due to 1) declining risk appetite and volatile capital markets, 2) possible delay in listing of Unitech's Office Trust or asset injections in UCP, and 3) sluggish demand environment. However, we believe the recent stock correction largely captures these issues and see upside as we believe 1) residential market is close to bottoming out with prices having stagnated and volumes down over the last 8-12 months, 2) rate cut in the offing is a likely catalyst for demand, and 3) value unlocking for its telecom licenses and upside from rate compression are stock triggers, but are not currently built in our target price as timing these is difficult.

That said, we maintain our thesis that in the current challenging environment tier-I developers like Unitech will trade at premium to NAV and outperform tier-II players as done (by 62%) over last 6 months. This is due to its diversified asset mix, wider geographic spread and ability to manage cycles better; we expect this trend to continue. Given Unitech's scale, track record and stock at discount to NAV vs. our target premium of 15%, we find valuations attractive.



Figure 1. Unitech's Rolling Premium/Discount to 1-yr forward NAV

Source: Citi Investment Research

Increasing our NAV estimate to Rs395 (vs. Rs273 earlier) as development volume increases to 656m sq ft

Figure 2. Changes in Unitech's NAV



Source: Citi Investment Research

Enters into a SRA project spread over 97acres near BKC; this adds 4m sqft and Rs35/share to our NAV – however, risks could be higher

Increasing presence in Chennai and Hyderabad, planning townships

## Sizeable land additions drive NAV estimates

We are increasing our NAV estimate for Unitech to Rs395 (compared to Rs273 earlier) factoring in the sizeable land bank addition of ~2,100 acres in strategic locations across key tier-I cities – Mumbai, Chennai, Hyderabad and large parcel in Kolkata – at a reasonable cost of Rs184/sqft. This should add ~105m sqft or 18% additional volumes. Unitech's consistent growth in NAV accretive land bank despite challenging times has clearly differentiated it from the tier-II players; this explains our thesis for ascribing a premium to NAV.

Our revised NAV estimate is based on a development volume of 656m sq ft compared to ~561m sq ft earlier and roll forward to Mar '09 (vs. Mar'08 earlier).

Figure 3. Unitech's Recent Land Bank Additions

City	Location	Total Area (Acres)	Unitech's Stake	Saleable Area (m sq ft)
Kolkata	Part of NKID Project	957	40%	33.3
Kolkata	Near Howrah	390	36%	11.9
Kolkata	Royal Calcutta Turf Club	6	75%	0.5
Hyderabad	Near new international aiport at Shamshabad	350	100%	38.1
Gr. Noida	Along Taj Expressway	150	100%	13.1
Mumbai	Santacruz East - near Bandra Kurla Complex	97	50%	4.0
Chennai	Perambur - North Chennai	70	29%	2.4
Goa	Near Hotel Leela	103	88%	0.9
Bhubaneshwar	Within city limits	11	80%	0.8
Total		2,134		104.9
Source: Compan	y Reports, Citi Investment Research			

Entry into Mumbai with slum rehab project

Unitech has now established its presence in Mumbai, the financial capital of the country. The company has entered into a 50:50 joint venture with a Mumbai-based developer group for a slum redevelopment project (SRA) spread over 97 acres. The project is on Western Express Highway near Bandra Kurla Complex (BKC), a fast emerging business hub in Mumbai that enjoys high office rentals of Rs250-300/sq ft/month. The rehabilitation process for slum dwellers is ongoing with 30 of 97 acres of land cleared and the construction of rehabilitation already on. We expect this project to add ~4m sqft of commercial office space and foresee it contributing ~Rs35 per share to our NAV estimate. While entry through an SRA project provides Unitech with access to strategic land at a lucrative land cost of approx Rs2,500/sqft, it is however a risky form of land addition. We see potential for more SRA projects as the company is in talks with couple of developers. Any additions would provide further upsides and enhance presence in Mumbai.

## Scaling up in the South

Unitech is scaling up its exposure in the South, particularly in tier-I cities such as Chennai and Hyderabad. The company picked up a 29% stake in a 70-acre township project in Perambur, Chennai, which translates into development of 2.4m sqft. The stake is routed through its 50:50 JV with Arihant foundation.

Increased exposure to Kolkata from 16% to 21% of total development portfolio

The township project is on the erstwhile Binny Mills property, acquired by SSI, where it plans to develop ~5000 apartments, retail mall, hotels, hospital and other utilities. Additionally, the company has acquired 350 acres from the government through a tender process at a cost of~Rs6m/acre. The acres are near the upcoming airport at Shamshabad in Hyderabad, where it plans to develop a township. We expect these projects to cumulatively add ~40m sqft additional volumes and foresee them contributing ~Rs26 per share to our NAV estimate.

## Growing big in Kolkata

Unitech is growing big in Kolkata. The company already had a significant presence here (16% of land bank), and it has further strengthened this by adding two large projects: 1) large 390-acre township project in West Kolkata, near Howrah, where Unitech has a 36% stake; and 2) acquisition of 957 acres across locations which is a part of its economic corridor – NKID project between Kolkata-Halida – where Unitech holds a 40% stake. This has added ~45m sqft and increased Unitech's Kolkata exposure to 21% of the total land bank. It also picked up a 75% stake in the 6-acre prime property of Royal Calcutta Turf Club to develop luxury apartments and a premium hotel/service apartment.

## Widen geographic spread; improved asset mix

The company's sizeable land addition has further diversified its land bank and widened its geographic spread. Its thrust on tier-I cities across strategic locations in Mumbai, Chennai, Hyderabad and Kolkata has enhanced the quality of its land bank. While the company continues to have a residential heavy model, asset mix has improved with dependence on residential down to 60% of gross NAV (vs 65% earlier).

Figure 4. Gross NAV % by Segment

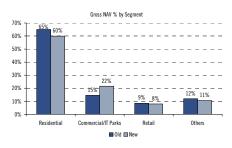
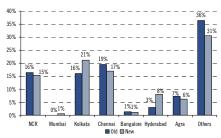


Figure 5. Geographic Comparison



Source: Citi Investment Research

Source: Citi Investment Research

## Asset monetization the focus

With Unitech's initial success in monetizing 60% stake in 6 IT parks to Unitech Corporate Park (UCP), the AIM Fund, it is now exploring other opportunities for unlocking more value through faster asset turnover. It plans to monetize the remaining 40% stake in three of its IT Parks transferred to UCP through listing of an Office Trust in Singapore, plans of which are underway. Further, it is also looking at using UCP as a vehicle for more asset injections, particularly retail mall/hotel assets. This, we believe, should provide Unitech with cash flows

Figure 6. UOT Portfolio Summary

Project	Description	Leaseable Area (m sq ft)	% Leased
G2-IST	IT/ITES SEZ in Gurgaon	3.7	20%
K1	IT/ITES SEZ in Kolkata	4.3	22%
N1	IT Park in Noida	2.1	0%
Total		10.1	17%

Note: % Leased is as at 19th December 2007

Source: Company Reports, Citi Investment Research

early on, providing it with a competitive advantage in a liquidity strained environment. However, the success of this strategy remains contingent on capital flows.

## Listing of Unitech Office Trust - A likely sentiment positive

We see good progress on Unitech's plans to list Unitech Office Trust (UOT) in Singapore. UCP has already sought shareholder approval for a conditional sale of 60% in 3 IT Park assets to UOT. It is looking to have a seed portfolio of ~10m sqft of which ~17% is leased and the balance to be leased in phases by 2010. We see Unitech's 40% stake in this Trust to benefit from 1) cap rate compressions (vs. our 9% rate assumption) on the asset portfolio, and 2) yields from the leasing income of the Trust portfolio given its 40% stake. While we believe the listing will be sentiment positive and currently scheduled for 1QCY08, given current volatility in markets there could be possibility of some delays.

#### Potential to inject more assets to UCP

With UCP's conditional sale of 60% stake in 3 IT Park assets (from portfolio of 6 assets) to UOT for GBP234m providing the capital, we see potential for Unitech to inject more assets into UCP, particularly its retail/hotel assets. This ties-in with UCP widening its investment mandate to include retail and other commercial and hospitality assets. We believe this will help Unitech monetize retail/hotel assets early on and unlock greater value at lower cap rates (vs. our 10% rate assumption) for these assets.

## Progress on NKID project – Could get big

Unitech is part of the consortium for New Kolkata International Development (NKID) Project, one of the largest infrastructure projects to be undertaken in the country. The company holds a 40% stake in the project, while 40% is held by Indonesia-based Salim Group (not listed) and the balance by the government. The project includes 1) a 10,000 acre Petrochemical SEZ, 2) a 12,500 acre multi-product SEZ, both at Haldia, and 3) construction of a 130 km expressway between Kolkata and Haldia, including 2 bridges over Hooghly and Haldi rivers. The project will cover a total area of 37,830 acres. (See details in figure 7 below.)

Figure 7. NKID Project Details					
Location	Project	Details	Area (Acres)		
Haldia	SEZ & Township	Multi-product SEZ	12,500		
		Chemical Cluster (JV with WBIDC)	10,000		
		Township	5,000		
Economic Corridor	Ribbon development along the road	10 plots of 100 acres each	1,000		
	115.5km 4-lane road + 15km 2-lane road	100km Barasat to Raichak + 115.5km extension of the EM Bypass Road + 4km Gobindpur-Jagdishpur road+15km Pailan-Jagdishpur road	2,930		
	1,000 acre mixed	500 acres - Dist HQ - South 24 Paragnas	1,000		
	development	100 acres - Rehabilitation Land			
		400 acres - SME Commercial Zone - (JV with WBIDC)			
	3750 acre township near Baruipur	3,750 acres township	3,750		
Near Rajarhat, Bhangar, South 24 Paragnas	Residential Township including Health & Knowledge City	1,500 acre Township	1,500		
Rajarhat	Residential Township	150 acre Township	150		
Nandigram-Haldia	Bridge	4-lane 1.4km long over river Haldi	NA		
Raichak-Kukkurhatti, Haldia	Bridge	4-lane ~3.5km long over river Hooghly	NA		
Source: Company Rep	orts				

The land acquisition for the NKID project met with severe social and political opposition at Nandigram, which restricted the project's progress. However, the government's recent notice to transfer part of the project land – first tranche being 957acres near Haldia – is positive. We have attributed Rs7/share towards this in our NAV. If progress on this project remains encouraging, we see it resulting in substantial value creation for the company given its large scale. However, with significant land bank still to be acquired/transferred, as a conservative measure we have not included the rest of the project in our NAV.

# Unlock value in telecom business – a potential stock trigger

Unitech's success in getting letter of intent (LOIs) from the Department of Telecommunications (DoT) for a Unified Access Service license in 22 circles should unlock significant value going forward. The company through its subs has already paid Rs16.5bn for these licenses, submitted the requisite documents and awaits allocation of spectrum. Per management, it is expected to be fourth in queue for spectrum allocation.

Being a late entrant and given the stiff competition in the telecom space, the company is already in active talks with global telecom players for a tie-up. We expect to hear more on this once spectrum allocations are received. That said, as per management, Unitech will 1) offload a stake to the strategic partner at a premium, and 2) commit limited capital (to the extent of procuring the licenses), but continue to have a significant equity stake in this venture. Factoring this, we see Unitech's foray in the telecom business to be value accretive and act as a potential trigger for the stock. However, we have not built in any upside from this in our target price as we wait for more details of spectrum allocation, which would be crucial for telecom business valuations.

Key risks – 1) sluggish residential market, 2) asset monetization strategy contingent on capital flows, and 3) potential supply risks

## Key risks in the current scenario

- Company's asset monetization strategy remains contingent on capital flows, especially with risk appetite on the decline and volatile capital markets. Additionally with laggard performance of Singapore REITs, listing of its Office Trust could get delayed, which could also have an impact on asset injections into UCP. This could be a sentiment dampener.
- Leveraged balance sheet with debt/equity of 1.96x, factoring in incremental debt raised for funding its initiatives in telecom could result in capital constrains in a liquidity strained environment.
- Potential supply risks across asset classes, particularly IT Parks/IT SEZs. While there is strong demand for IT space, in event of the sector facing a slowdown, demand across segment could get adversely impacted.
- Sluggish demand environment in residential market continues. Though asset mix gets more balanced, with Unitech's business model still leveraged towards the residential segment (60% of gross NAV), response for new projects will be crucial for growth ahead and cash flows.

## Unitech

## **Company description**

Unitech is one of India's largest, most diversified real estate developers with an emerging pan-India presence. It enjoys leadership in markets of NCR and Kolkata. Its core strengths of land acquisition, reputation in building townships and relationships with governments and customers have enabled it to build a diversified portfolio. Unitech has a land bank of 13,758 acres with a total saleable area of ~696m sq ft spread over Chennai (17%), NCR (15%), Kolkata (21%) and Tier III cities (37%). Residential projects account for about 77% of the saleable area, commercial 7%, IT Parks 5% and retail 5%. In addition, it also has a small presence in power transmission, prefabricated construction, paving block and ready mix concrete. The promoter family holds a 75% stake in the company.

## **Investment strategy**

We rate Unitech Buy/Medium Risk (1M) rating with a target price of Rs454. Our target is based on a 15% premium to our increased NAV estimate of Rs395 on land additions and 12-m roll forward. The premium is attributed to: 1) Unitech's competitive advantage of large diversified land bank, 2) thrust on asset monetization, and 3) strong brand positioning and proven track record.

The company's low risk/high return model and focus on scale in tier-I and tier-III cities differentiate its growth profile from its peers. Key drivers that we see ahead are 1) enhanced scale with sizeable land additions translating into a portfolio of ~696m sq ft, spread over 8-10 years; 2) widened geographic spread, particularly with entry in Mumbai, and improved asset mix; and 3) growing income from lease/management fees. Post the recent sell-off, the

stock is now trading at discount to NAV vs. premium earlier, which makes valuations attractive, in our view. Further value unlocking for its telecom licenses and upsides from rate compressions on likely listing of its Trust and more asset injections in UCP the AIM Fund are potential stock triggers not currently built in our target price.

#### Figure 8. Unitech NAV Summary (Rs Millions)

Gross NAV of Residential Development Gross NAV of Non-Residential	641,329 432,847
Development	,
Gross Total NAV	1,074,176
Less: Amt outstanding for land	64,124
Less: Tax @ 28%	282,814
Less: Debt Outstanding	53,942
Less: Customer Advances	57,764
Add: Cash	25,079
Net NAV	640,610
No. of Shares Outstanding (Millions)	1623
NAV Per Share (Rupees)	395

Source: Citi Investment Research

#### Figure 9. Unitech NAV Sensitivity

Price Change	0	+ 5 %	+ 10 %
NAV (Rs.)	395	432	469
Cost of Capital	13%	14%	15%
NAV (Rs.)	407	395	383
Project Delays	3 months	6 months	12 months
NAV (Rs.)	379	365	337

Source: Citi Investment Research

#### **Valuation**

We increase our target price to Rs454 (vs. Rs314 earlier) while maintaining our 15% premium on increased NAV of Rs395. We build in the recently disclosed land bank additions in strategic locations across key tier-I cities (which translates to  $\sim$ 18% additional volumes) and roll forward to Mar'09E (vs. Mar'08 earlier).

The 15% premium is based on high valuation benchmarks for Tier-I developers and Unitech's 1) competitive advantage of large diversified land bank, while peers are still aggregating land, 2) dynamic business model with thrust on recycling capital faster, and 3) strong brand positioning and proven track record. However, this is lower than the 25% premium we ascribe to DLF due to its higher gearing towards commercial assets, benchmark in disclosure standards, strong balance sheet and sizeable asset-portfolio accruing leasing income. This is in-line with our thesis of ascribing premia's on NAV's for tier-I developers, while smaller/tier-II developers will likely trade at discounts to NAV.

Our NAV estimate of Rs395 is based on the following assumptions: a) current market price levels to sustain with no price inflation; b) development volume of 656m sqft (~40m sqft recognized as revenue up to FY09); c) all projects undertaken will be completed largely as per schedule, though we expect risk of delays; d) average cost of capital of 14%; and e) tax rate of 28%.

The stock is down 33%, underperforming the Sensex (20%), over last 1 month and is trading at 11% discount to NAV vs. our target 15% premium. Factoring this, undiscounted triggers of value unlocking in telecom business, cap rate compressions on listing of its trusts and potential cut in interest rates, we see good upside at current valuations.

#### **Risks**

We rate Unitech Medium Risk. Key reasons for Medium Risk rating are: 1) low-risk/high-return business model, 2) pan-India land bank with initiatives to reduce weightage on NCR, and 3) relatively healthy cash flows. Main company-specific risks include:

- 1) Significant delay in listing of Office Trust would impact the asset monetization of retail and hotel assets, adversely impacting cash flows.
- 2) Any litigation on allocation of spectrum for its telecom license across all circles would adversely impact stock sentiment and stock performance.
- 3) Continued slowdown in residential demand and sustained high mortgage rates would negatively impact our NAV assumption and our earnings estimates going forward.

4) Potential supply and execution risks would negatively impact our NAV assumptions

If any of these risk factors plays out, Unitech's share price is likely to have difficulty attaining our target price.

# **Appendix A-1**

## **Analyst Certification**

Each research analyst(s), strategist(s) or research associate(s) responsible for the preparation and content of all or any identified portion of this research report hereby certifies that, with respect to each issuer or security or any identified portion of the report with respect to an issuer or security that the research analyst, strategist or research associate covers in this research report, all of the views expressed by that research analyst, strategist or research associate in this research report accurately reflect their personal views about those issuer(s) or securities. Each research analyst(s), strategist(s) or research associate(s) also certify that no part of their compensation was, is, or will be, directly or indirectly, related to the specific recommendation(s) or view(s) expressed by that research analyst, strategist or research associate in this research report.

#### IMPORTANT DISCLOSURES

#### Unitech (UNTE.BO)



Analysts' compensation is determined based upon activities and services intended to benefit the investor clients of Citigroup Global Markets Inc. and its affiliates ("the Firm"). Like all Firm employees, analysts receive compensation that is impacted by overall firm profitability, which includes revenues from, among other business units, the Private Client Division, Institutional Sales and Trading, and Investment Banking.

For important disclosures (including copies of historical disclosures) regarding the companies that are the subject of this Citi Investment Research product ("the Product"), please contact Citi Investment Research, 388 Greenwich Street, 29th Floor, New York, NY, 10013, Attention: Legal/Compliance. In addition, the same important disclosures, with the exception of the Valuation and Risk assessments and historical disclosures, are contained on the Firm's disclosure website at www.citigroupgeo.com. Private Client Division clients should refer to www.smithbarney.com/research. Valuation and Risk assessments can be found in the text of the most recent research note/report regarding the subject company. Historical disclosures (for up to the past three years) will be provided upon request.

Citi Investment Research Ratings Distribution			
Data current as of 31 December 2007	Buy	Hold	Sell
Citi Investment Research Global Fundamental Coverage (3421)	50%	37%	12%
% of companies in each rating category that are investment banking clients	52%	53%	40%

#### **Guide to Fundamental Research Investment Ratings:**

Citi Investment Research's stock recommendations include a risk rating and an investment rating.

Risk ratings, which take into account both price volatility and fundamental criteria, are: Low (L), Medium (M), High (H), and Speculative (S).

**Investment ratings** are a function of Citi Investment Research's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and risk rating.

For securities in emerging markets (Asia Pacific, Emerging Europe/Middle East/Africa, and Latin America), investment ratings are: Buy (1) (expected total return of 15% or more for Low-Risk stocks, 20% or more for Medium-Risk stocks, 30% or more for High-Risk stocks, and 40% or more for Speculative stocks); Hold (2) (5%-15% for Low-Risk stocks, 10%-20% for Medium-Risk stocks, 15%-30% for High-Risk stocks, and 20%-40% for Speculative stocks); and Sell (3) (5% or less for Low-Risk stocks, 10% or less for Medium-Risk stocks, 15% or less for High-Risk stocks, and 20% or less for Speculative stocks).

Investment ratings are determined by the ranges described above at the time of initiation of coverage, a change in investment and/or risk rating, or a change in target price (subject to limited management discretion). At other times, the expected total returns may fall outside of these ranges because of market price movements and/or other short-term volatility or trading patterns. Such interim deviations from specified ranges will be permitted but will become subject to review by Research Management. Your decision to buy or sell a security should be based upon your personal investment objectives and should be made only after evaluating the stock's expected performance and risk.

Guide to Corporate Bond Research Credit Opinions and Investment Ratings: Citi Investment Research's corporate bond research issuer publications include a fundamental credit opinion of Improving, Stable or Deteriorating and a complementary risk rating of Low (L), Medium (M), High (H) or Speculative (S) regarding the credit risk of the company featured in the report. The fundamental credit opinion reflects the CIR analyst's opinion of the direction of credit fundamentals of the issuer without respect to securities market vagaries. The fundamental credit opinion is not geared to, but should be viewed in the context of, debt ratings issued by major public debt ratings companies such as Moody's Investors Service, Standard and Poor's, and Fitch Ratings. CBR risk ratings are approximately equivalent to the following matrix: Low

Risk -- Triple A to Low Double A; Low to Medium Risk -- High Single A through High Triple B; Medium to High Risk -- Mid Triple B through High Double B; High to Speculative Risk -- Mid Double B and Below. The risk rating element illustrates the analyst's opinion of the relative likelihood of loss of principal when a fixed income security issued by a company is held to maturity, based upon both fundamental and market risk factors. Certain reports published by Citi Investment Research will also include investment ratings on specific issues of companies under coverage which have been assigned fundamental credit opinions and risk ratings. Investment ratings are a function of Citi Investment Research's expectations for total return, relative return (relative to the performance of relevant Citi bond indices), and risk rating. These investment ratings are: Buy/Overweight -- the bond is expected to outperform the relevant Citigroup bond market sector index (Broad Investment Grade, High Yield Market or Emerging Market); Hold/Neutral Weight -- the bond is expected to perform in line with the relevant Citigroup bond market sector index; or Sell/Underweight -- the bond is expected to underperform the relevant Citigroup bond market sector index are updated monthly, are available upon request and can also be viewed at http://sd.ny.ssmb.com/ using the "Indexes" tab.

#### OTHER DISCLOSURES

The subject company's share price set out on the front page of this Product is quoted as at 08 February 2008 04:00 PM on the issuer's primary market.

For securities recommended in the Product in which the Firm is not a market maker, the Firm is a liquidity provider in the issuers' financial instruments and may act as principal in connection with such transactions. The Firm is a regular issuer of traded financial instruments linked to securities that may have been recommended in the Product. The Firm regularly trades in the securities of the subject company(ies) discussed in the Product. The Firm may engage in securities transactions in a manner inconsistent with the Product and, with respect to securities covered by the Product, will buy or sell from customers on a principal basis.

Securities recommended, offered, or sold by the Firm: (i) are not insured by the Federal Deposit Insurance Corporation; (ii) are not deposits or other obligations of any insured depository institution (including Citibank); and (iii) are subject to investment risks, including the possible loss of the principal amount invested. Although information has been obtained from and is based upon sources that the Firm believes to be reliable, we do not guarantee its accuracy and it may be incomplete and condensed. Note, however, that the Firm has taken all reasonable steps to determine the accuracy and completeness of the disclosures made in the Important Disclosures section of the Product. The Firm's research department has received assistance from the subject company(ies) referred to in this Product including, but not limited to, discussions with management of the subject company(ies). Firm policy prohibits research analysts from sending draft research to subject companies. However, it should be presumed that the author of the Product has had discussions with the subject company to ensure factual accuracy prior to publication. All opinions, projections and estimates constitute the judgment of the author as of the date of the Product and these, plus any other information contained in the Product, are subject to change without notice. Prices and availability of financial instruments also are subject to change without notice. Notwithstanding other departments within the Firm advising the companies discussed in this Product, information obtained in such role is not used in the preparation of the Product. Although Citi Investment Research does not set a predetermined frequency for publication, if the Product is a fundamental research report, it is the intention of Citi Investment Research to provide research coverage of the/those issuer(s) mentioned therein, including in response to news affecting this issuer, subject to applicable quiet periods and capacity constraints. The Product is for informational purposes only and is

Investing in non-U.S. securities, including ADRs, may entail certain risks. The securities of non-U.S. issuers may not be registered with, nor be subject to the reporting requirements of the U.S. Securities and Exchange Commission. There may be limited information available on foreign securities. Foreign companies are generally not subject to uniform audit and reporting standards, practices and requirements comparable to those in the U.S. Securities of some foreign companies may be less liquid and their prices more volatile than securities of comparable U.S. companies. In addition, exchange rate movements may have an adverse effect on the value of an investment in a foreign stock and its corresponding dividend payment for U.S. investors. Net dividends to ADR investors are estimated, using withholding tax rates conventions, deemed accurate, but investors are urged to consult their tax advisor for exact dividend computations. Investors who have received the Product from the Firm may be prohibited in certain states or other jurisdictions from purchasing securities mentioned in the Product from the Firm. Please ask your Financial Consultant for additional details. Citigroup Global Markets Inc. takes responsibility for the Product in the United States. Any orders by US investors resulting from the information contained in the Product may be placed only through Citigroup Global Markets Inc.

The Citigroup legal entity that takes responsibility for the production of the Product is the legal entity which the first named author is employed by. The Product is made available in Australia to wholesale clients through Citigroup Global Markets Australia Pty Ltd. (ABN 64 003 114 832 and AFSL No. 240992) and to retail clients through Citi Smith Barney Pty Ltd. (ABN 19 009 145 555 and AFSL No. 240813), Participants of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Australia to Private Banking wholesale clients through Citigroup Pty Limited (ABN 88 004 325 080 and AFSL 238098). Citigroup Pty Limited provides all financial product advice to Australian Private Banking wholesale clients through bankers and relationship managers. If there is any doubt about the suitability of investments held in Citigroup Private Bank accounts, investors should contact the Citigroup Private Bank in Australia. Citigroup companies may compensate affiliates and their representatives for providing products and services to clients. The Product is made available in Brazil by Citigroup Global Markets Brasil - CCTVM SA, which is regulated by CVM - Comissão de Valores Mobiliários, BACEN - Brazilian Central Bank, APIMEC - Associação Associação dos Analistas e Profissionais de Investimento do Mercado de Capitais and ANBID - Associação Nacional dos Bancos de Investimento. Av. Paulista, 1111 - 11° andar - CEP. 01311920 - São Paulo - SP. If the Product is being made available in certain provinces of Canada by Citigroup Global Markets (Canada) Inc. ("CGM Canada"), CGM Canada has approved the Product. Citigroup Place, 123 Front Street West, Suite 1100, Toronto, Ontario M5J 2M3. The Product may not be distributed to private clients in Germany. The Product is distributed in Germany by Citigroup Global Markets Deutschland AG & Co. KGaA, which is regulated by Bundesanstalt fuer Finanzdienstleistungsaufsicht (BaFin). Frankfurt am Main, Reuterweg 16, 60323 Frankfurt am Main. If the Product is made available in Hong Kong by, or on behalf of, Citigroup Global Markets Asia Ltd., it is attributable to Citigroup Global Markets Asia Ltd., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. Citigroup Global Markets Asia Ltd. is regulated by Hong Kong Securities and Futures Commission. If the Product is made available in Hong Kong by The Citigroup Private Bank to its clients, it is attributable to Citibank N.A., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. The Citigroup Private Bank and Citibank N.A. is regulated by the Hong Kong Monetary Authority. The Product is made available in India by Citigroup Global Markets India Private Limited, which is regulated by Securities and Exchange Board of India. Bakhtawar, Nariman Point, Mumbai 400-021. The Product is made available in Indonesia through PT Citigroup Securities Indonesia, 5/F. Citibank Tower, Bapindo Plaza, Jl. Jend. Sudirman Kav. 54-55, Jakarta 12190. Neither this Product nor any copy hereof may be distributed in Indonesia or to any Indonesian citizens wherever they are domiciled or to Indonesian residents except in compliance with applicable capital market laws and regulations. This Product is not an offer of securities in Indonesia. The securities referred to in this Product have not been registered with the Capital Market and Financial Institutions Supervisory Agency (BAPEPAM-LK) pursuant to relevant capital market laws and regulations, and may not be offered or sold within the territory of the Republic of Indonesia or to Indonesian citizens through a public offering or in circumstances which constitute an offer within the meaning of the Indonesian capital market laws and regulations. If the Product was prepared by Citi Investment Research and distributed in Japan by Nikko Citigroup Limited ("NCL"), it is being so distributed under license. If the Product was prepared by NCL and distributed by Nikko Cordial Securities Inc. or Citigroup Global Markets Inc. it is being so distributed under license. NCL is regulated by Financial Services Agency, Securities and Exchange Surveillance Commission, Japan Securities Dealers Association, Tokyo Stock Exchange and Osaka Securities Exchange. Shin-Marunouchi

Building, 1-5-1 Marunouchi, Chiyoda-ku, Tokyo 100-6520 Japan. In the event that an error is found in an NCL research report, a revised version will be posted on Citi Investment Research's Global Equities Online (GEO) website. If you have questions regarding GEO, please call (81 3) 6270-3019 for help. The Product is made available in Korea by Citigroup Global Markets Korea Securities Ltd., which is regulated by Financial Supervisory Commission and the Financial Supervisory Service. Hungkuk Life Insurance Building, 226 Shinmunno 1-GA, Jongno-Gu, Seoul, 110-061. The Product is made available in Malaysia by Citigroup Global Markets Malaysia Sdn Bhd, which is regulated by Malaysia Securities Commission. Menara Citibank, 165 Jalan Ampang, Kuala Lumpur, 50450. The Product is made available in Mexico by Acciones y Valores Banamex, S.A. De C. V., Casa de Bolsa, which is regulated by Comision Nacional Bancaria y de Valores. Reforma 398, Col. Juarez, 06600 Mexico, D.F. In New Zealand the Product is made available through Citigroup Global Markets New Zealand Ltd. (Company Number 604457), a Participant of the New Zealand Exchange Limited and regulated by the New Zealand Securities Commission. Level 19, Mobile on the Park, 157 Lambton Quay, Wellington. The Product is made available in Poland by Dom Maklerski Banku Handlowego SA an indirect subsidiary of Citigroup Inc., which is regulated by Komisja Papierów Wartosciowych i Gield. Bank Handlowy w Warszawie S.A. ul. Senatorska 16, 00-923 Warszawa. The Product is made available in the Russian Federation through ZAO Citibank, which is licensed to carry out banking activities in the Russian Federation in accordance with the general banking license issued by the Central Bank of the Russian Federation and brokerage activities in accordance with the license issued by the Federal Service for Financial Markets. Neither the Product nor any information contained in the Product shall be considered as advertising the securities mentioned in this report within the territory of the Russian Federation or outside the Russian Federation. The Product does not constitute an appraisal within the meaning of the Federal Law of the Russian Federation of 29 July 1998 No. 135-FZ (as amended) On Appraisal Activities in the Russian Federation. 8-10 Gasheka Street, 125047 Moscow. The Product is made available in Singapore through Citigroup Global Markets Singapore Pte. Ltd., a Capital Markets Services Licence holder, and regulated by Monetary Authority of Singapore. 1 Temasek Avenue, #39-02 Millenia Tower, Singapore 039192. The Product is made available by The Citigroup Private Bank in Singapore through Citibank, N.A., Singapore branch, a licensed bank in Singapore that is regulated by Monetary Authority of Singapore. Citigroup Global Markets (Pty) Ltd. is incorporated in the Republic of South Africa (company registration number 2000/025866/07) and its registered office is at 145 West Street, Sandton, 2196, Saxonwold. Citigroup Global Markets (Pty) Ltd. is regulated by JSE Securities Exchange South Africa, South African Reserve Bank and the Financial Services Board. The investments and services contained herein are not available to private customers in South Africa. The Product is made available in Taiwan through Citigroup Global Markets Inc. (Taipei Branch), which is regulated by Securities & Futures Bureau. No portion of the report may be reproduced or quoted in Taiwan by the press or any other person. No. 8 Manhattan Building, Hsin Yi Road, Section 5, Taipei 100, Taiwan. The Product is made available in Thailand through Citicorp Securities (Thailand) Ltd., which is regulated by the Securities and Exchange Commission of Thailand. 18/F, 22/F and 29/F, 82 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand. The Product is made available in United Kingdom by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. This material may relate to investments or services of a person outside of the UK or to other matters which are not regulated by the FSA and further details as to where this may be the case are available upon request in respect of this material. Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB. The Product is made available in United States by Citigroup Global Markets Inc., which is regulated by NASD, NYSE and the US Securities and Exchange Commission. 388 Greenwich Street, New York, NY 10013. Unless specified to the contrary, within EU Member States, the Product is made available by Citigroup Global Markets Limited, which is regulated by Financial Services Authority. Many European regulators require that a firm must establish, implement and make available a policy for managing conflicts of interest arising as a result of publication or distribution of investment research. The policy applicable to Citi Investment Research's Products can be found at www.citigroupgeo.com. Compensation of equity research analysts is determined by equity research management and Citigroup's senior management and is not linked to specific transactions or recommendations. The Product may have been distributed simultaneously, in multiple formats, to the Firm's worldwide institutional and retail customers. The Product is not to be construed as providing investment services in any jurisdiction where the provision of such services would not be permitted. Subject to the nature and contents of the Product, the investments described therein are subject to fluctuations in price and/or value and investors may get back less than originally invested. Certain high-volatility investments can be subject to sudden and large falls in value that could equal or exceed the amount invested. Certain investments contained in the Product may have tax implications for private customers whereby levels and basis of taxation may be subject to change. If in doubt, investors should seek advice from a tax adviser. The Product does not purport to identify the nature of the specific market or other risks associated with a particular transaction. Advice in the Product is general and should not be construed as personal advice given it has been prepared without taking account of the objectives, financial situation or needs of any particular investor. Accordingly, investors should, before acting on the advice, consider the appropriateness of the advice, having regard to their objectives, financial situation and needs. Prior to acquiring any financial product, it is the client's responsibility to obtain the relevant offer document for the product and consider it before making a decision as to whether to purchase the product.

© 2008 Citigroup Global Markets Inc. (© Nikko Citigroup Limited, if this Product was prepared by it). Citi Investment Research is a division and service mark of Citigroup Global Markets Inc. and its affiliates and is used and registered throughout the world. Citi and Citi with Arc Design are trademarks and service marks of Citigroup Inc and its affiliates and are used and registered throughout the world. Nikko is a registered trademark of Nikko Cordial Corporation. All rights reserved. Any unauthorized use, duplication, redistribution or disclosure is prohibited by law and will result in prosecution. The information contained in the Product is intended solely for the recipient and may not be further distributed by the recipient. The Firm accepts no liability whatsoever for the actions of third parties. The Product may provide the addresses of, or contain hyperlinks to, websites. Except to the extent to which the Product refers to website material of the Firm, the Firm has not reviewed the linked site. Equally, except to the extent to which the Product refers to website material of the Firm, the Firm takes no responsibility for, and makes no representations or warranties whatsoever as to, the data and information contained therein. Such address or hyperlink (including addresses or hyperlinks to website material of the Firm) is provided solely for your convenience and information and the content of the linked site does not in anyway form part of this document. Accessing such website or following such link through the Product or the website of the Firm shall be at your own risk and the Firm shall have no liability arising out of, or in connection with, any such referenced website.

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST