

UNITECH LIMITED

CIN: L74899DL1971PLC009720

Regd. Office: Basement, 6, Community Centre, Saket, New Delhi – 110 017

Tel: 011-26857331 | Fax: 011-26857338

E-mail: share.dept@unitechgroup.com | Web: www.unitechgroup.com



NOTICE OF 46TH ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting (AGM) of the Members of the Company will be held on **Thursday, 28th day of September, 2017, at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, Mehrauli, New Delhi-110074** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Board Report and the report of Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of Auditors thereon.
3. To appoint a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s R. Nagpal Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of 46th Annual General Meeting till the conclusion of 47th Annual General Meeting and to authorise Board of Directors of the Company to fix their remuneration for the financial year 2017-18.

M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N), are eligible to hold the office of Statutory Auditors, pursuant to the Resolution passed in the 45th Annual General Meeting of the Company.

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as Statutory Auditors of the Company, as approved by the members in 45th Annual General Meeting, be and is hereby ratified and the Board of Directors be and is hereby authorised to fix their remuneration for the financial year 2017-18.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s M. K.

Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year 2017-18, amounting to Rs. 4,00,000 (excluding applicable taxes and reimbursement of out of pocket expenses) in connection with the aforesaid Audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

By Order of the Board of Directors
For **Unitech Limited**

Place: New Delhi
Date: 14th August, 2017

Rishi Dev
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is attached and, if intended to be used, it should be returned duly completed at the registered office of the Company OR at the office of Registrar & Transfer Agent, Alankit Assignments Limited, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi - 110055 not less than forty eight hours before the scheduled time of the commencement of 46th Annual General Meeting.
2. A person can act as proxy on behalf of member(s) not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative(s) together with attested specimen signatures of duly authorised representative(s) to attend and vote on their behalf at the meeting.
4. Proxies submitted on behalf of Corporate Members must be supported by appropriate resolutions, as per Section 113 of the Companies Act, 2013.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 5 of the notice setout above is annexed herewith.

6. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Saturday, the 23rd September, 2017 to Thursday, the 28th September, 2017** (both days inclusive).
8. Electronic copy of the Annual Report for the year ended 31st March, 2017 alongwith AGM notice (containing, *interalia*, process and manner of e-voting), attendance slip & proxy form is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for the hard copy of the same. Further, for members who have not registered their email address, physical copies of Abridged Annual Report containing, *interalia*, the salient features of the Consolidated & Standalone Balance Sheet, Statement of Profit and Loss and auditors' report thereon are being sent alongwith this Notice.

Members, who have not yet registered their email IDs with the Company/RTA/Depository Participant, are requested to update/ register their e-mail IDs for receiving electronic communications.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her query to the Company Secretary at least seven working days prior to the date of AGM, so that the required information can be made available at the meeting.
10. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting.
11. Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Secretarial Standard-2 on General Meetings [SS-2] in respect of the Director seeking re-appointment at the Annual General Meeting is provided as *Annexure I*.
12. All the documents referred in the Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 10.30 am to 12.30 pm prior to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested and other documents shall be open for inspection at the meeting for the Members.
13. Members holding shares of the Company in physical form are requested to intimate changes, if any, in their registered address or Bank mandate/details immediately to the Registrar and Transfer Agent of the Company and correspond with them directly regarding Share Transfer/Transmission/ Transposition, Change of Address, Issue of Duplicate Share Certificate, ECS and Nomination Facility. Members holding shares of the Company in demat form must correspond directly with their respective Depository Participants (DPs) and not with the RTA or the Company.
14. Members are requested to file their claim of dividend which remain unpaid. Members please note that the Company has not declared/paid any dividend since FY 2010-11 and accordingly such claims can be filed only for the Dividend FY 2009-10. The list of such unpaid/unclaimed dividend is available at the Investors Section of the Company's website. Members are advised to claim the same at the earliest but not later than 18th October, 2017; else such amount of dividend will be transferred to the Investor Education and Protection Fund [IEPF], pursuant to the Companies Act, 2013 and Rules thereof.
15. The Company whole-heartedly welcomes the Members/ Proxies at its AGM, the Members/Proxies may please note that no gifts/coupons will be distributed at the AGM. The route map of AGM venue is given as *Annexure II*.
16. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility to members to exercise their right to vote at the 46th 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 National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast 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.
 - IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - VI. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL:
 - (i) Open email and open PDF file viz; "Remote e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (Electronic Voting Event Number) of Unitech Limited.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dshukla.fcs1@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM:

- (i) (a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

| EVEN (Remote e-Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
|-------------------------------------|---------|--------------|

- (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsd.com or call toll free No.: 1800-222-990.

D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. Any person who acquires shares of the Company and become member of the company after dispatch of the AGM Notice and holding shares as of the Cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Alankit Assignments Limited (RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

- G. The Company has appointed Mr. Dhananjay Shukla (FCS 5886), an Independent Professional (Practicing Company Secretary), as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- H. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- I. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer's decision on the validity of the vote shall be final and binding.

- J. The Results shall be declared immediately upon receipt of Scrutinizer's Report after the Annual General Meeting of the Company. The Result declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item 5

The Board of Directors of the Company, on the recommendation of Audit Committee, approved the appointment of M/s M. K. Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), to conduct audit of the cost records maintained by the Company for the financial year 2017-18 at the remuneration mentioned in the resolution.

In terms of provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of the Cost Auditors needs ratification by the Members.

None of the Directors /Key Managerial Personnel of the Company/ their relatives are, in any way, financially or otherwise, concerned or interested in the resolution.

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

Annexure I

Details of Director proposed to be re-appointed at 46th Annual General Meeting in pursuance with provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings [SS-2]

| | |
|--|--|
| Name | Ms. Minoti Bahri (DIN 00004530) |
| Age / Date of Birth | 50 years/16.10.1966 |
| Qualification | Hotel Management & Interior Designer |
| Brief Profile/Experience | Ms. Minoti Bahri, 50, having a rich experience of 28 years, has been instrumental in the expansion of the Club business of Unitech Limited and has been teacher at Mirambika – New Delhi and also associated with various NGOs working in the areas of self-development and counseling. She is the Managing Director of Unitech Country Club Limited and Founder Managing Trustee of Shikshantar School, Gurugram. Ms. Minoti Bahri is not related to any of the Directors and Key Managerial Personnel of the Company. |
| Remuneration last drawn | As mentioned in Corporate Governance Report |
| Shareholding in Unitech Limited as at 31st March, 2017 | 8290900 equity shares of Rs. 2/- each |
| Chairperson/Director of other Companies | Unitech Country Club Ltd. Unitech Pioneer Recreation Ltd. Unitech Pioneer Nirvana Recreation Pvt. Ltd. Indrus Countertrade Pvt. Ltd. R.V. Techno Investments Pvt. Ltd. Elemental Properties Pvt. Ltd. Greenwoods Hospitality Pvt. Ltd. |
| Chairperson/ Member of Committee of Board of Companies of which she is a Director | - |
| Terms & Conditions of re-appointment | Non-Executive Director liable to retire by rotation |
| Date of first appointment on the Board | 14.10.1998 |
| No. of Board Meeting attended during the year | Six (6) |

UNITECH LIMITED

CIN: L74899DL1971PLC009720

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ATTENDANCE SLIP

46TH ANNUAL GENERAL MEETING - THURSDAY, 28TH SEPTEMBER, 2017 AT 11:00 A.M.

Name of the Member(s)
(In Block Letters)

Name of Proxy
(In case Proxy attends the
Meeting instead of member)

DP ID & Client ID/Folio No. *

No. of Shares held

I/We hereby record my /our presence at the 46th Annual General Meeting of the Company to be held on Thursday, the 28th day of September, 2017 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, Mehrauli, New Delhi-110074.

**Applicable in case of shares held in physical form*

Signature of the Member(s)/Proxy Holder _____

Notes:

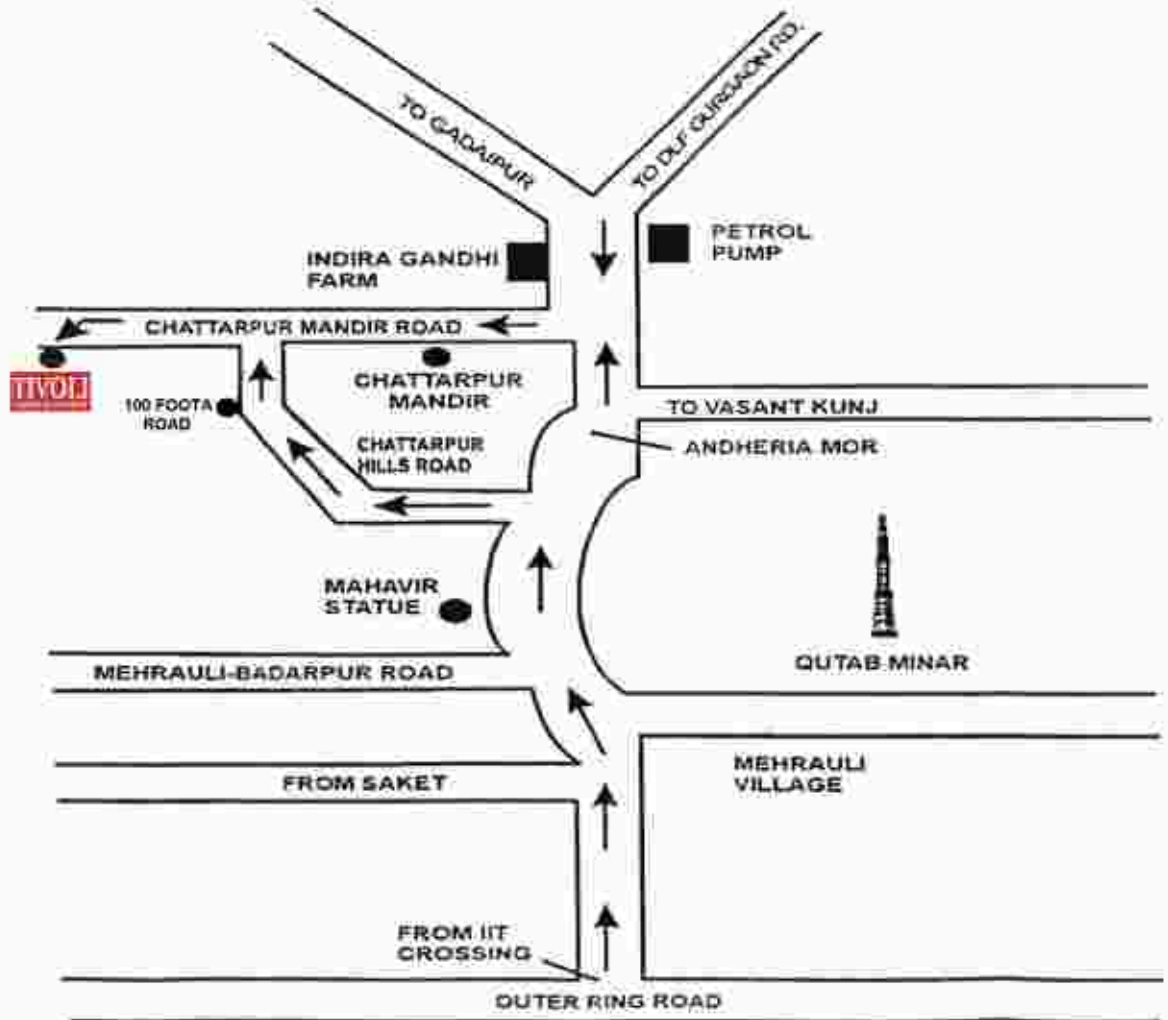
1. Member(s)/Proxy holders are requested to bring this Attendance Slip duly filled in & signed and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Proxies/Authorised representatives must carry their photo identity proof to the AGM venue and shall produce at the Attendance Verification Counter on demand.
3. Soft copy of the full annual report is being sent to the share holders having email IDs registered with their DP or with RTA of the Company. However, physical copy of statement containing the salient features of the financial statements (Abridged annual report) is being sent to all other members.
4. Instructions and other information relating to e-voting are mentioned in the Notice of AGM.

E-VOTING PARTICULARS

| EVEN (E-VOTING EVENT NUMBER) | USER ID | PASSWORD |
|------------------------------|---------|----------|
| | | |

ROUTE MAP

WAY TO THE TIVOLI GARDEN RESORT



THE TIVOLI GARDENS RESORT IS ONLY 500 METERS FROM
THE CHATTARPUR TEMPLE ON THE MAIN ROAD.
PH. : 26301111 FAX : 26303093

UNITECH LIMITED

CIN: L74899DL1971PLC009720

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E-mail: share.dept@unitechgroup.com | Web: www.unitechgroup.com

PROXY FORM

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

46TH ANNUAL GENERAL MEETING - THURSDAY, 28TH SEPTEMBER, 2017 AT 11:00 A.M.

| | |
|---------------------------|-----------|
| Name of the member(s) : | |
| Registered address : | |
| E Mail Id: | |
| DP ID/Client ID:Folio No. | Folio No. |

I/We, being the member(s) of _____ equity shares of Unitech Limited, hereby appoint:

- 1) Name: _____ E Mail: _____
Address: _____ Signature _____, Or failing him
- 2) Name: _____ E Mail: _____
Address: _____ Signature _____, Or failing him
- 3) Name: _____ E Mail: _____
Address: _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 46th Annual General Meeting of the Company to be held on Thursday, the 28th day of September, 2017 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, Mehrauli, New Delhi-110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

| ORDINARY BUSINESS | |
|-------------------|---|
| 1. | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Board Report and the report of Auditors thereon. |
| 2. | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of Auditors thereon. |
| 3. | To appoint a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and being eligible, offers herself for re-appointment. |
| 4. | To ratify the appointment of M/s R. Nagpal Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of 46th Annual General Meeting till the conclusion of 47th Annual General Meeting and to authorise Board of Directors of the Company to fix their remuneration for the financial year 2017-18. |
| SPECIAL BUSINESS | |
| 5. | To ratify the remuneration payable to M/s M K Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), appointed as Cost Auditors of the Company for the financial year 2017-18. |

Signed this _____ day of _____ 2017.

AFFIX
REVENUE
STAMP

Signature of the Member

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at Basement, 6, Community Centre, Saket, New Delhi - 110017 OR at the office of Registrar & Transfer Agent, Alankit Assignments Limited, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi - 110055 not less than forty eight hours before the scheduled time of the commencement of the 46th Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the Annual General Meeting.
3. Please complete all details including details of member(s) before submission.
4. Member may vote either 'for' or 'against' the each resolution.