

**Details regarding the voting results at the 45<sup>th</sup> Annual General Meeting of Unitech Limited.**

Date of the AGM: 12<sup>th</sup> September 2016

Total number of shareholders as on record date: **666268**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 26 \*

Public: 7383 \*

*\*presence counted on the basis of no. of Folios/Client Ids.*

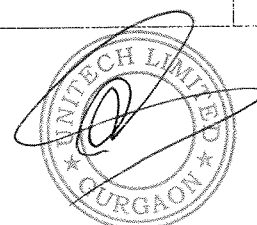
No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not Applicable/Not Arranged

Public: Not Applicable/Not Arranged

**Details of the Agenda:**

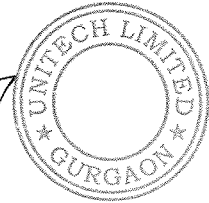
Agenda Item No.	Description	Resolution Required	Mode of Voting	Result
1	Adoption of Audited Financial Statements (Standalone and Consolidated), Board Report & the Report of Statutory Auditors for the Financial Year ended 31 <sup>st</sup> March 2016.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
2	Re-appointment of Mr. Ajay Chandra (DIN 00004234) as Director, retires by rotation.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
3	Appointment of M/s R. Nagpal Associates, Chartered Accountants [Firm Registration No. 002626N], as Statutory Auditors of the Company for a term of consecutive five years from conclusion of 45 <sup>th</sup> Annual General Meeting till the conclusion of 50 <sup>th</sup> Annual General Meeting [subject to ratification by the members at every subsequent AGM] and to	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority



	authorise Board of Directors to fix their remuneration.			
4	Appointment of Mr. Virender Kumar Bhutani [DIN 003487268] as Non-Executive Independent Director	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
5	Ratification of remuneration of M/s M.K. Kulshrestha & Associates, (FRN 100209) Cost Auditors of the Company for the financial year 2016-17.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority

For UNITECH LIMITED

*Deepak Jain*  
DEEPAK JAIN  
Company Secretary



**REPORT OF SCRUTINIZER**  
**(Consolidated report on remote e-voting and Poll)**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 & Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

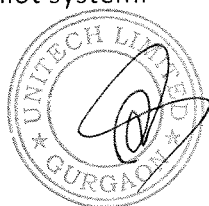
To,  
The Chairman  
45<sup>th</sup> Annual General Meeting (AGM) of the Members of M/s Unitech Limited held on Monday, 12<sup>th</sup> Day of September, 2016 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chhattarpur, Mehrauli, New Delhi-110074

Dear Sir,

I, Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries (FCS No. 5886, CP No. 8271) having office House No. 23, Sector-30, Gurgaon-122001, was appointed as Scrutinizer for the purpose of scrutinizing e-voting process held between 09:00 A.M. on 09<sup>th</sup> September, 2016 to 05:00 P.M. on 11<sup>th</sup> September, 2016 and also Poll taken in respect of resolutions as set out in the Notice of the 45<sup>th</sup> Annual General Meeting of the Members of M/s Unitech Limited held on 12<sup>th</sup> September, 2016 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chhattarpur, Mehrauli, New Delhi-110074.

I submit my report as under:-


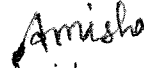
1. The Management of the company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting as well as on Poll conducted at AGM on the resolutions as set out in the Notice to the 45<sup>th</sup> Annual General Meeting of the Members of the company. My responsibility as a Scrutinizer is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions as set out in the Notice and based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) through its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), the authorized agency to provide the e-voting facilities, engaged by the company and for Poll conducted at the AGM through the Physical ballot system.

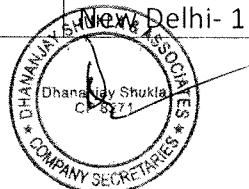
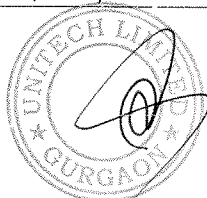


**dhananjay shukla & associates**  
**company secretaries**

House No.-23, Basement, Sector-30, Gurgaon (Hr.), India-122001  
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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

2. As per Notice dated 01<sup>st</sup> August, 2016 for convening 45<sup>th</sup> Annual General Meeting, the e-voting period remained open from Friday, 09<sup>th</sup> September, 2016 from 09:00 A.M. to till Sunday, 11<sup>th</sup> September 2016 upto 05:00 P.M.
3. The advertisement as stipulated under Section 108 read with Rule 20 of Companies (Management and administration) Rules, 2014 as amended on 19<sup>th</sup> March 2015 were published in Jansatta (in Hindi) on 21.08.2016 and Financial Express (in English) on 21.08.2016 in New Delhi edition.
4. The Members holding shares on "cut off" date i.e. 6th September, 2016 were entitled to vote on the resolution stated in the Notice of 45<sup>th</sup> Annual General Meeting dated 12<sup>th</sup> September, 2016.
5. The Chairman of the 45<sup>th</sup> Annual General Meeting "Suo Motu" ordered for poll as per Rule 21 of the Companies (Management and Administration) Rules, 2014.
6. One empty ballot box was duly locked and sealed by me in presence of members and proxies. That was placed for collecting ballot papers and polling was declared closed by the Chairman of the Meeting at 11:20 A.M once the poll process was over.
7. The locked ballot box was subsequently opened by me in presence of two witnesses after the poll process was over and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
9. Thereafter the votes cast through remote e-voting were unblocked after completion of poll at the Annual General Meeting in presence of following two witnesses by me at Monday, 12<sup>th</sup> September, 2016 at 12:02 P.M., who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.

Witness No. 1	Witness No. 2
 Amit Shukla Address: 493/100 Braham Colony, Old DC Road Sonipat, Haryana- 131001	 Amisha Address: H. No. 124, C-2, Aayanagar, New Delhi- 110047



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10. The consolidated result of the e-voting and poll taken is as under:-

**Item No. 1 of the Notice**

**Ordinary Resolution** to receive, consider and adopt the Audited financial statements (Standalone and Consolidated) of the Company which includes Balance sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and loss for the Financial year ended on that date together with the Board Report and the Report of Statutory Auditors thereon.

(i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	393	458048091	56.2266
Poll	81	200421	00.0246
<b>Total:</b>	<b>474</b>	<b>458248512</b>	<b>56.2512</b>

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	81	356398208	43.7488
Poll	0	0	0
<b>Total</b>	<b>81</b>	<b>356398208</b>	<b>43.7488</b>

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	12	77424
<b>Total</b>	<b>12</b>	<b>77424</b>

Therefore, the Resolution No. 1 has been approved with requisite majority.

**Item No. 2 of the Notice**

**Ordinary Resolution** to appoint a Director in place of Mr. Ajay Chandra (DIN: 00004234), who retires by rotation and being eligible, offers himself for re-appointment.



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(i) **Voted in favor of the resolution**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	332	509194005	56.4715
Poll	81	200421	00.0222
<b>Total:</b>	<b>413</b>	<b>509394426</b>	<b>56.4937</b>

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	147	392288275	43.5063
Poll	0	0.00	0.0000
<b>Total</b>	<b>147</b>	<b>392288275</b>	<b>43.5063</b>

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	12	77424
<b>Total</b>	<b>12</b>	<b>77424</b>

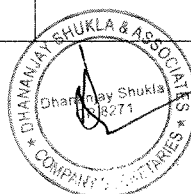
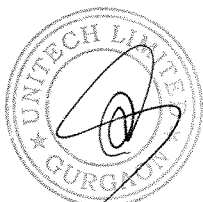
Therefore, the Resolution No. 2 has been approved with requisite majority.

**Item No. 3 of the Notice**

**Ordinary Resolution** to appoint M/s R. Nagpal Associates, Chartered Accountants as Statutory Auditors of the Company in place of retiring Auditors, M/s Goel Garg & Co., who have not sought reappointment, to hold office for a term of consecutive five years from the conclusion of 45th Annual General Meeting till the conclusion of 50th Annual General Meeting and to authorise Board of Directors of the Company to fix their remuneration for the financial year 2016-17.

(i) **Voted in favor of the resolution**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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E-Voting	414	619922499	75.8936
Poll	80	199583	0.0244
<b>Total:</b>	<b>494</b>	<b>620122082</b>	<b>75.9180</b>

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	59	196707796	24.0819
Poll	1	838	0.0001
<b>Total</b>	<b>60</b>	<b>196708634</b>	<b>24.0820</b>

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	12	77424
<b>Total</b>	<b>12</b>	<b>77424</b>

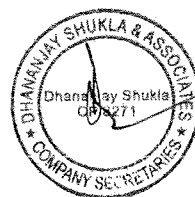
Therefore, the Resolution No. 3 has been approved with requisite majority.

**Item No. 4 of the Notice**

**Ordinary Resolution** to appoint Mr. Virender Kumar Bhutani (DIN-03487268), as Non-Executive Independent Director of the Company, pursuant to section 149 & 152 of Companies Act, 2013 and other applicable provisions, for a period of five consecutive years w.e.f. 30th May 2016:

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	358	730850457	81.0555
Poll	81	200421	0.0222
<b>Total:</b>	<b>439</b>	<b>731050878</b>	<b>81.0777</b>



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(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	118	170616413	18.9223
Poll	0	0	0.0000
<b>Total</b>	<b>118</b>	<b>170616413</b>	<b>18.9223</b>

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	12	77424
<b>Total</b>	<b>12</b>	<b>77424</b>

Therefore, the Resolution No. 4 has been approved with requisite majority.

**Item No. 5 of the Notice**

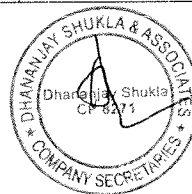
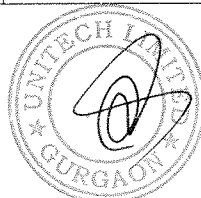
**Ordinary Resolution** to ratify the remuneration of M/s M.K. Kulshrestha & Associates, Cost Accountants (Firm registration No. 100209), appointed as Cost Auditors, pursuant to Section 148 of Companies Act, 2013 and other applicable provisions; to audit the cost records maintained by the Company for the financial year 2016-17.

(i) Voted **in favor** of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	407	715512624	79.3522
Poll	80	199583	0.0221
<b>Total:</b>	<b>487</b>	<b>715712207</b>	<b>79.3743</b>

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	72	185979754	20.6256
Poll	1	838	0.0001
<b>Total</b>	<b>73</b>	<b>185980592</b>	<b>20.6257</b>





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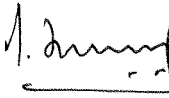

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	12	77424
<b>Total</b>	<b>12</b>	<b>77424</b>


Therefore, the Resolution No. 5 has been approved with requisite majority.

11. The poll papers and all other relevant records for poll have been sealed and I shall be arranging to hand over the same to the Company Secretary/Director authorized by the Board for safe keeping.
12. Further, I hereby confirm that I am maintaining the relevant records of electronic voting as received from the service provider (NSDL) and it will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 45<sup>th</sup> Annual General Meeting and thereafter, the same shall be handed over to the company.

Thanking You,

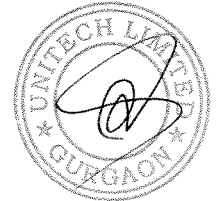
  


**Dhananjay Shukla**  
Practicing Company Secretary  
FCS No. 5886, CP No. 8271

 Scrutinizer

Place: Gurgaon

Date: 13 September, 2016



Note: The percentage has been computed up to four (4) decimal places.