

**Details regarding the voting results at the 46<sup>th</sup> Annual General Meeting of Unitech Limited.**

**Date of the AGM: 28<sup>th</sup> September 2017**

**Total number of shareholders as on record date: 6,36,020**

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

Promoters and Promoter Group: 18 \*

Public: 6038 \*

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

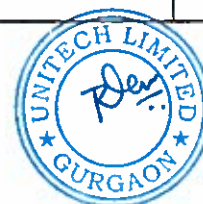
**No. of Shareholders attended the meeting through Video Conferencing**

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 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.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
2	Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of Auditors thereon.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
3	Appointment of a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
4	Ratification of appointment of M/s R. Nagpal Associates, Chartered Accountants, as Statutory Auditors and to authorise Board of Directors to fix their remuneration.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
5	Ratification of remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors for the financial year 2017-18.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority



**UNITECH LIMITED ( AGM -2017 )**

Date of the AGM: 28th September 2017

Total number of shareholders on record date: '636020' No. of Shares: '2616301047'

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

Promoters and Promoter Group : 18 No. of Shares: 334235510  
Public : 6038 No. of Shares: 26966511

No. of Shareholders attended the Meeting through Video Conferencing : Not Applicable

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		( 1 )	( 2 )	( 3 )	( 4 )	( 5 )	( 6 )	( 7 )

1. Adoption of 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.

**Ordinary Resolution**

Whether promoter/promoter group are interested in the Agenda/Resolution? : NO

Promoter and Promoter Group	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		( 1 )	( 2 )	( 3 )	( 4 )	( 5 )	( 6 )	( 7 )
Promoter and Promoter Group	E-Voting	189990710	40.52817	40.52817	189990710	0	100.00000	-
	Poll	468786768	237663760	50.69763	237663760	0	100.00000	-
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		468786768	427654470	91.22580	427654470	0	100.00000	-
Public - Institutional holders	E-Voting	353604789	294795158	83.36854	149535520	145259538	50.72526	49.27474
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		353604789	294795158	83.36854	149535520	145259538	50.72526	49.27474
Public-Non Institutions	E-Voting	1793909490	1516088	0.08451	1224633	291455	80.77585	19.22415
	Poll		83708	0.00467	83208	500	99.40269	0.59731
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		1793909490	1599796	0.08918	1307841	291955	81.75049	18.24951
Total		2616301047	724049424	27.67454551	578497931	145551493	79.89757	20.10243

2. Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of Auditors thereon.

**Ordinary Resolution**

Whether promoter/promoter group are interested in the Agenda/Resolution? : NO

Promoter and Promoter Group	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		( 1 )	( 2 )	( 3 )	( 4 )	( 5 )	( 6 )	( 7 )
Promoter and Promoter Group	E-Voting	189990710	40.52817	40.52817	189990710	0	100.00000	-
	Poll	468786768	237663760	50.69763	237663760	0	100.00000	-
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		468786768	427654470	91.22580	427654470	0	100.00000	-
Public - Institutional holders	E-Voting	353604789	294795158	83.36854	149535520	145259538	50.72526	49.27474
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		353604789	294795158	83.36854	149535520	145259538	50.72526	49.27474
Public-Non Institutions	E-Voting	1793909490	1516048	0.08000	1223385	292663	80.69566	19.30434
	Poll		83708	0.00467	83208	500	99.40269	0.59731
	Postal Ballot (if applicable)		N/A	N/A	N/A	N/A	N/A	N/A
Total		1793909490	1599756	0.08467	1306593	293163	81.67452	18.32548
Total		2616301047	724049384	27.67454398	578496683	145552701	79.89741	20.10259



3. Appointment of a Director in place of Ms. Minoti Bhatra (DIN 00004530), who retires by rotation and being eligible, offers herself for re-appointment.

Ordinary Resolution

Whether promoter/promoter group are interested in the Agenda/Resolution? : YES

	E-Voting	189990710	40.52817	189990710	0	100.00000
Promoter and Promoter Group	Poll	237663760	50.69763	237663760	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	427654470	91.22580	427654470	0	100.00000
Public - Institutional holders	E-Voting	299467957	84.69002	138078684	161389273	46.11000
	Poll	0	-	0	0	-
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	299467957	84.69000	138078684	161389273	46.11000
Public-Non-Institutions	E-Voting	1493363	0.08000	1079305	414058	72.27345
	Poll	83708	0.00467	83708	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	1577071	0.08467	1163013	414058	73.74513
Total		2616301047	27.85228018	566896167	161803331	77.79560

4. Ratification of 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.

Ordinary Resolution

Whether promoter/promoter group are interested in the Agenda/Resolution? : NO

	E-Voting	189990710	40.52817	189990710	0	100.00000
Promoter and Promoter Group	Poll	237663760	50.69763	237663760	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	427654470	91.22580	427654470	0	100.00000
Public - Institutional holders	E-Voting	262962994	74.36636	226879444	36083550	86.28000
	Poll	0	-	0	0	-
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	262962994	74.36636	226879444	36083550	86.28000
Public-Non-Institutions	E-Voting	1493313	0.08000	1173505	319808	78.58399
	Poll	83708	0.00467	83708	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	1577021	0.08467	1257213	319808	79.72075
Total		692194485	26.45698918	655791127	36403358	94.74088

5. Ratification of 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.

Ordinary Resolution

Whether promoter/promoter group are interested in the Agenda/Resolution? : NO

	E-Voting	189990710	40.52817	189990710	0	100.00000
Promoter and Promoter Group	Poll	237663760	50.69763	237663760	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	427654470	91.22580	427654470	0	100.00000
Public - Institutional holders	E-Voting	299467957	84.69002	299467957	0	100.00000
	Poll	0	-	0	0	-
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	299467957	84.69002	299467957	0	100.00000
Public-Non-Institutions	E-Voting	1488013	0.08000	1162215	325798	78.10516
	Poll	76108	0.00424	76108	0	100.00000
	Postal Ballot (if applicable)	N/A	N/A	N/A	N/A	N/A
	Total	1564121	0.08424	1238323	325798	79.17054
Total		728686548	27.85178521	728360750	325798	99.95529



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

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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

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

[Pursuant To Section 108 & 109 of the Companies Act, 2013 read with Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended on 19<sup>th</sup> March, 2015 and Rule 21 (2) of Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**46<sup>th</sup> Annual General Meeting of the Members of M/s Unitech Limited held on Thursday, 28<sup>th</sup> Day of September 2017 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, 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 at 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 25<sup>th</sup> September, 2017 to 05.00 P.M. on 27<sup>th</sup> September, 2017 and Poll taken in respect of the resolutions as set out in the Notice of the 46<sup>th</sup> Annual General Meeting of the Members of M/s Unitech Limited held on 28<sup>th</sup> September, 2017 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, Mehrauli, New Delhi-110074.

I submit my report as under:-

1. As per Notice dated 14<sup>th</sup> August 2017 for convening 46<sup>th</sup> Annual General Meeting, the e-voting period remained open from Monday, 25<sup>th</sup> September, 2017 from 09.00 A.M till Wednesday, 27<sup>th</sup> September, 2017 (up to 5:00 P.M).
2. 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 (Hindi) on 07<sup>th</sup> September 2017 in New Delhi edition and Financial Express (English) on 07<sup>th</sup> September 2017 in all editions.
3. The Members holding shares on "cut off" date i.e. as on Friday, 22<sup>nd</sup> September, 2017 were entitled to vote on the resolution stated in the Notice of 46<sup>th</sup> Annual General Meeting dated 14<sup>th</sup> August, 2017.

For UNITECH LIMITED

  
Company Secretary



**dhanaanjay shukla & associates**  
**company secretaries**

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4. The total paid up equity share capital of the Company as on "cut off" date i.e. as on Friday, 22nd September 2017 was Rs. 5232602094 (Rupees five hundred twenty three crores twenty six lakhs two thousand and ninety four only) divided into 2,616,301,047 equity shares of Rs. 2/- (Two) each.
5. The Management of the company is responsible to ensure the compliances with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Companies Act, 2013 and Rules relating to e-voting through electronic means and Poll process in respect of the resolutions contained in the Notice sent to Members of the company.
6. My responsibility as a Scrutinizer for the e-voting process and Poll process 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 e-voting details as 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 Votes cast through e-voting process and Poll.
7. The Chairman of the 46<sup>th</sup> Annual General Meeting (AGM) "Suo Moto" ordered for poll as per Rule 21 of the Companies (Management and Administration) Rule 2014.
8. One empty ballot box was duly locked and sealed in presence of Members. It was put for collecting ballot papers and polling was declared closed by the Chairman of the meeting at 11:24 A.M.
9. The locked ballot box was subsequently opened by me, 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.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
11. Thereafter the votes cast through remote e-voting were unblocked after completion of poll at the AGM in presence of following two witnesses by me at 01:14 P.M on 28<sup>th</sup> September, 2017 who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.

Certified True Copy  
For UNITECH LIMITED  
  
Company Secretary



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

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Witness No. 1	Witness No. 2
 <hr/>	 <hr/>
<p>Ms. Ruchika Pareek Add: House No. 238/c ,Sector-33 Gurgaon-122001</p>	<p>Ms. Neha Mishra Add: House No.1128, Sector 9A, Gurgaon-122001</p>

Thereafter the details containing, *inter alia*, list of Members, who voted "for" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

12. The consolidated result of the remote e-voting and poll taken at AGM are as under:-

**Item No. 1 of the Notice**

**Ordinary Resolution** to receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Board Report and the report of Auditors thereon.

(i) Voted in favor of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	373	340750963	47.0618%
Poll	39	237746968	32.8357%
<b>Total:</b>	<b>412</b>	<b>578497931</b>	<b>79.8975%</b>

(ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast

Certified True Copy  
For UNITECH LIMITED

  
Company Secretary





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

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E-Voting	51	145550993	20.1024%
Poll	1	500	00.0001%
<b>Total</b>	<b>52</b>	<b>145551493</b>	<b>20.1025%</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
<b>7(In Polls Only)</b>	<b>38959</b>

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

**Item No. 2 of the Notice**

**Ordinary Resolution to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the report of Auditors thereon.**

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

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	368	340749715	47.0617%
Poll	39	237746968	32.8357%
<b>Total:</b>	<b>407</b>	<b>578496683</b>	<b>79.8974%</b>

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

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	54	145552201	20.1025%
Poll	1	500	0.0001%
<b>Total</b>	<b>55</b>	<b>145552701</b>	<b>20.1026%</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
<b>7(In Polls Only)</b>	<b>38959</b>

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

Certified True Copy  
**For UNITECH LIMITED**  
  
Company Secretary



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

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**Item No. 3 of the Notice**

**Ordinary Resolution** to appoint a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and being eligible, offers herself for re-appointment.

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

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	333	329148699	45.1693%
Poll	40	237747468	32.6263%
<b>Total:</b>	<b>373</b>	<b>566896167</b>	<b>77.7956%</b>

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

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	87	161803331	22.2044%
Poll	0	0	0
<b>Total</b>	<b>87</b>	<b>161803331</b>	<b>22.2044%</b>

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
<b>7(In Polls Only)</b>	<b>38959</b>

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

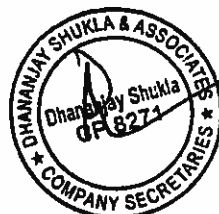
**Item No. 4 of the Notice**

**Ordinary Resolution** 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 46<sup>th</sup> 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.

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

	Number of	Number of votes	% of total number
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Verified Copy  
For UNITECH LIMITED  
  
Company Secretary





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

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	members voted	cast by them	of valid votes cast
E-Voting	375	418043659	60.3940%
Poll	40	237747468	34.3469%
<b>Total:</b>	<b>415</b>	<b>655791127</b>	<b>94.7409%</b>

ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	45	36403358	5.2591%
Poll	0	0	0
<b>Total</b>	<b>45</b>	<b>36403358</b>	<b>5.2591%</b>

iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
<b>7(In Poll Only)</b>	<b>38959</b>

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

**Item No. 5 of the Notice (Special Business)**

**Ordinary Resolution** to ratify the remuneration payable to M/s M K Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), appointed as Cost Auditors (Pursuant to Section 148 of the Companies Act, 2013 ) of the Company for the financial year 2017-18.

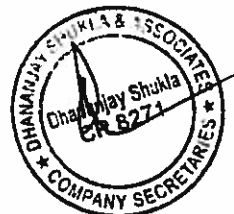
i) Voted in favor of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	384	490620882	67.3295%
Poll	39	237739868	32.6258%
<b>Total:</b>	<b>423</b>	<b>728360750</b>	<b>99.9553%</b>

ii) Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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Certified True Copy  
For UNITECH LIMITED  
per  
Company Secretary



**ghananjay shukla & associates**  
**company secretaries**

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E-Voting	39	325798	0.0447%
Poll	0	0	0
<b>Total</b>	<b>39</b>	<b>325798</b>	<b>0.0447%</b>

iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
<b>7 (in Poll Only)</b>	<b>38959</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 46<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: 29<sup>th</sup> September, 2017

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

Certified True Copy

For UNITECH LIMITED



Company Secretary