

REVISED SCHEDULE FOR THE 40TH AGM

DATE : **Thursday, 29th September, 2011**

TIME : **11.00 A.M.**

VENUE : **Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030**

NOTICE

POSTPONEMENT OF THE 40TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that due to concurrence of certain unforeseen circumstances the 40th AGM of the Company earlier scheduled to be held on Monday, 29th August, 2011 is postponed and will now be held on **Thursday, 29th September, 2011 at 11.00 A.M at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030** to transact the same business as given in the earlier notice dated 29th May, 2011.

The dates for the closure of the Register of Members and the Share Transfer Books of the Company shall remain the same i.e. from 13th August, 2011 to 29th August, 2011 (both days inclusive). Therefore, the eligibility for the entitlement of Dividend of the members remains unchanged, however, the Dividend as recommended by the Board of Directors, if declared at the AGM, will now be credited/dispatched between 3rd October, 2011 and 15th October, 2011.

A detailed notice for the postponement and rescheduled AGM alongwith the Form of proxy and Attendance slip is being sent herewith to the members. The same shall also be available on the website of the Company www.unitechgroup.com.

We sincerely regret the inconvenience caused to the members due to the postponement of the AGM.

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

Gurgaon
18th August, 2011

Deepak Jain
Company Secretary

Encl.: 1) Notice of 40th Annual General Meeting
2) Form of proxy and Attendance slip

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of Unitech Limited will be held on **Thursday, 29th September, 2011 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2011.
3. To appoint a Director in place of Mr. G. R. Ambwani, who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Sanjay Bahadur, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration:
 - i. M/s. Goel Garg & Co., Chartered Accountants (Registration No. 000397N), as the Statutory Auditors of the Company.
 - ii. M/s. A. Zalmet, Certified and Legal Public Accountant, Libya, as Branch Auditors for the Libya Branch of the Company.

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

Gurgaon
18th August, 2011

Deepak Jain
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ONLY IN CASE OF A POLL) INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.** A Proxy or proxies, in order to be effective, must reach the Registered Office of the Company, not later than 48 hours before the commencement of the meeting, duly completed, stamped and signed. A blank Proxy Form is enclosed.
2. Individuals representing the Corporate Members intending to attend the Meeting are requested to carry a certified true copy of the Board Resolution as per Section 187 of the Companies Act, 1956, authorising him to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 13th August, 2011 to 29th August, 2011 (both days inclusive). The dividend on equity shares, as recommended by the Board of Directors, if declared at the meeting, will be credited/ dispatched between 3rd October, 2011 and 15th October, 2011 and will be payable to those members, if holding shares in physical form, whose names will appear on the Register of Members of the Company at the close of business hours on 29th August, 2011 after giving effect to all valid transfers in physical forms lodged with the Company or its Registrar & Share Transfer Agent on or before 12th August, 2011 and to beneficial owners, if holding shares in electronic form, whose names appear in the statement of beneficial owners provided by Depositories to the Company/ RTA as at the close of business hours on 12th August, 2011.
4. Information required under Clause 49 (IV) (G) of the Listing Agreement with respect to the Directors being reappointed is provided in the Report on Corporate Governance. Further, the Company has received requisite disclosures as required under clause 49 (IV) (E) (v) of the Listing Agreement and the Companies (Disqualification of Directors under Section 274 (1) (g) of the Companies Act, 1956) Rules, 2003 from the concerned directors.
5. Documents referred to in this Notice will be available for inspection by the Members at the registered office of the Company between 10.30 A.M. and 4.00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the meeting.
6. Members holding shares of the Company in physical form are requested to intimate change(s), if any, in their registered address or Bank mandate/details to the Registrar and Transfer Agent (RTA) of the Company and correspond with them directly regarding Share Transfer/Transmission/ Transposition, Demat, Change of Address, e-mail address, Issue of Duplicate Share Certificate, National Electronic Clearing Service (NECS)/ Electronic Clearing Service (ECS) and Nomination Facility. Members holding shares in demat form must correspond directly with their respective Depository Participants (DPs) and not with the RTA or the Company.
7. (a) Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account(s) of the Member(s). To avoid loss of dividend warrants in transit and undue delay in respect of dividend warrants, the Company provides NECS facility to the members for remittance of dividend. This NECS facility is available at locations identified by the Reserve Bank of India from time to time and covers most of the cities. Members holding shares in physical form and desirous of availing this facility are requested to furnish their Bank Details to the Company's RTA, Alankit Assignments Limited.
 - (b) In order to provide protection against fraudulent encashment of dividend warrants, those members who do not wish to receive dividend through ECS system and hold shares in physical form are requested to intimate to the Company or Registrar and Transfer Agent, under the signature of the Sole/First holder, the following information to be printed on the Dividend Warrants:
 - (i) Name of the Sole/First holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.: name, branch & complete address of the Bank, Bank Account Number and type of Account (Savings, Current etc.).
 - (c) Members holding shares in electronic form may kindly note that their Bank account details as furnished by their Depositories to the RTA will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of/change in such Bank details.
8. Please read carefully 'General Information for Shareholders' in the Report on Corporate Governance, particularly the information relating to payment of Dividend.
9. Members are requested to ensure that their vehicles are parked only in the designated area inside the AGM venue.
10. Please note that briefcases, hand-bags, snacks-boxes, cameras, walkmans etc. are not allowed to be carried inside the meeting hall. Further, smoking and consuming of alcohol/alcoholic drink is strictly prohibited at the AGM venue.
11. The Annual Report of the Company circulated to the members of the Company, is available at the Company's website i.e. www.unitechgroup.com.
12. Members desirous of asking any question or seeking any information in the Meeting are requested to write a letter to the Company Secretary so as to reach him, at least seven days before the date of the Meeting to enable the Management to keep the answers/information ready.
13. Members/proxies should bring the valid attendance slips filled-in for attending the meeting.
14. **The Company whole-heartedly welcomes the Members/proxies at its Annual General Meeting; the Members/proxies may please note that no gifts/coupons will be distributed at the Annual General Meeting.**
15. The reference to notice dated 29th May, 2011 at all places in the Annual Report 2010-11 should now be read in reference to the revised notice dated 18th August, 2011.

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

Gurgaon
18th August, 2011

Deepak Jain
Company Secretary

FORM OF PROXY

**UNITECH LIMITED****Registered Office:** 6, Community Centre,
Saket, New Delhi - 110017, India

Folio No./ DP ID & Client ID:

No. of Shares:

I/We R/o being a member/members
of UNITECH LIMITED hereby appoint Mr./Ms.....
R/o..... or failing him/her, Mr./Ms.....
R/o..... whose specimen signatures are given hereunder, as my/our Proxy to attend
and vote for me/us and on my/our behalf at the 40th Annual General Meeting of the Company to be held on **Thursday, the 29th day of September, 2011 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030** and at any adjournment thereof.

1.

Affix
Revenue
Stamp

1.

2.

2.

3.

Specimen signature of the Proxy(ies)

Signature of the members

Signed this day of 2011

Note: The proxy must be returned so as to reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company. The member may either vote 'for' or 'against' the resolutions.

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

**UNITECH LIMITED****Registered Office:** 6, Community Centre,
Saket, New Delhi - 110017, India

Folio No./ DP ID & Client ID:

No. of Shares:

I/We hereby record my/our presence at the 40th Annual General Meeting of the Company being held on **Thursday, the 29th day of September, 2011 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030.**

Name(s) of the Member and Joint Holder(s)

1. Mr./Ms.

[in block letters]

2. Mr./Ms.

3. Mr./Ms.

Address

:

E-mail (For receiving communication
from the Company)

:

Father's/Husband's Name (of the Member)

: Mr./Ms.

Name of Proxy

: Mr./Ms.

1.

2.

3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)