

Details regarding the voting results at the Annual General Meeting of Unitech Limited.

Date of the AGM: 26th September 2014

Total number of shareholders on record date: 615104

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

Promoters and Promoter Group: 25 *

Public: 7145 *

**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

Public: Not Applicable

Details of the Agenda:

Agenda Item No.	Description	Resolution Required	Mode of Voting	Result
1	Adoption of Audited Financial statement, Reports of the Board of Directors and Auditors for the financial year ended 31st March 2014.	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
2	Re- appointment of Ms. Minoti Bahri (DIN 00004530) as Director, who retires by rotation.	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
3	Appointment of M/s Goel Garg & Co., Chartered Accountants, as Statutory Auditors for the f.y. 2014-15 and to authorise Board of Directors to fix their remuneration.	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
4	Appointment of Mr. Ravinder Singhania (DIN 00006921) as an Independent Director	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
5	Appointment of Mr. Sanjay Bahadur (DIN 00032590) as an Independent Director	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
6	Appointment of Mr. Anil Harish (DIN 00001685) as an Independent Director	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
7	Appointment of Mr. G. R. Ambwani (DIN 00216484) as an Independent Director	Ordinary Resolution	E-Voting & Poll	Passed with requisite Majority
8	Approval for mortgage and/or create charge or otherwise dispose off the undertaking of the Company. (Special Resolution)	Special Resolution	E-Voting & Poll	Passed with requisite Majority



Date of the AGM: 26 th Sep 2014

Total number of shareholders on record date: '615104' No. of Shares: '2616301047'

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

Promoters and Promoter Group :	25 No. of Shares:	1188356558
Public :	7145 No. of Shares:	28375983

Detail of the Agenda:

Promoter/Public	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)		(4)	(5)		

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31st March 2014. (Ordinary Resolution)

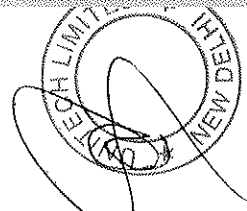
ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00	0.00
Public – Institutional holders	772809607	257328929	33.30	28869960	228458969	11.22	88.78
Public-Others	592658572	32860766	5.54	32853917	6849	99.98	0.02
Total	2616301047	1512123563	57.80	1283657745	228465818	84.89	15.11

2. Re-appointment of Ms. Minoti Bahri as Director, retires by rotation. (Ordinary Resolution)

ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00	0.00
Public – Institutional holders	772809607	258371531	33.43	257112073	1259458	99.51	0.49
Public-Others	592658572	32859326	5.54	32660288	199038	99.39	0.61
Total	2616301047	1513164725	57.84	1511706229	1458496	99.90	0.10

3. Appointment of M/s Goel Garg & Co., Chartered Accountants, as Statutory Auditors. (Ordinary Resolution)

ORDINARY BUSINESS							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00	0.00
Public – Institutional holders	772809607	258371531	33.43	258371531	0	100.00	0.00
Public-Others	592658572	32858800	5.54	32753686	105114	99.68	0.32
Total	2616301047	1513164199	57.84	1513059085	105114	99.99	0.01



4. Appointment of Mr. Ravinder Singhania as an Independent Director. (Ordinary Resolution)

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)						
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00
Public – Institutional holders	772809607	258371531	33.43	34273926	224097605	13.27
Public-Others	592658572	32856686	5.54	32663321	193365	99.41
						0.59
Total	2616301047	1513162085	57.84	1288871115	224290970	85.18
						14.82

5. Appointment of Mr. Sanjay Bahadur as an Independent Director. (Ordinary Resolution)

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)						
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00
Public – Institutional holders	772809607	258371531	33.43	205863924	52507607	79.68
Public-Others	592658572	32859515	5.54	32663996	195519	99.40
						0.60
Total	2616301047	1513164914	57.84	1460461788	52703126	96.52
						3.48

6. Appointment of Mr. Anil Harish as an Independent Director. (Ordinary Resolution)

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)						
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00
Public – Institutional holders	772809607	258371531	33.43	187894947	70476584	72.72
Public-Others	592658572	32851419	5.54	32650678	200741	99.39
						0.61
Total	2616301047	1513156818	57.84	1442479493	70677325	95.33
						4.67

7. Appointment of Mr. G. R. Ambwani as an Independent Director. (Ordinary Resolution)

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)						
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00
Public – Institutional holders	772809607	258371531	33.43	205863924	52507607	79.68
Public-Others	592658572	32859415	5.54	32661482	197933	99.40
						0.60
Total	2616301047	1513164814	57.84	1460459274	52705540	96.52
						3.48

8. Approval for mortgage and/or create charge or otherwise dispose off the undertaking of the Company. (Special Resolution)

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)						
Promoter and Promoter Group	1250832868	1221933868	97.69	1221933868	0	100.00
Public – Institutional holders	772809607	258371531	33.43	129786081	128585450	50.23
Public-Others	592658572	32865214	5.55	32792241	72973	99.78
						0.22
Total	2616301047	1513170613	57.84	1384512190	128658423	91.50
						8.50



REPORT OF SCRUTINIZER

**[Pursuant To Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman

**of 43rd Annual General Meeting of the Members of M/s Unitech Limited to be held on
Friday, 26th Day of September, 2014 at 11.00 A.M. at Tivoli Garden Resort Hotel,
Chhattarpur Hills, Mehrauli, New Delhi-110030.**

Dear Sir,

I, Dhananjay Shukla, Practising Company Secretary (FCS:5886, COP No. 8271) and Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries, having office at House No. 23, Basement, Sector-30, Gurgaon-122001, have been appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e- voting carried out as per the provisions of Section 108 of the Companies Act, 2013 to read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions as set out in the Notice to the 43rd Annual General Meeting (AGM) of the Members of **M/s Unitech Limited (the Company) to be held on 26th September, 2014 at 11.00 A.M.** at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030.

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 electronic means on the resolutions as set out in the notice to the 43rd Annual General Meetings of the Members of the company. My responsibility as a Scrutinizer for the e-voting 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 reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) through its website www.evoting.nsdl.com, the authorised agency to provide the e-voting facilities, engaged by the company.

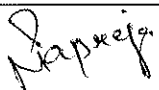
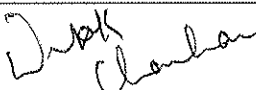


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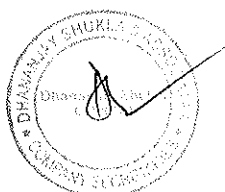
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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

2. Further to the above , I submit my report as under:-

- i) In accordance with the Notice of 43rd Annual General Meeting sent to the shareholders and the "Advertisement" published pursuant to Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on Wednesday, 10th September, 2014 in Mint (English Newspaper, Delhi Edition) and in Rashtriya Sahara (Hindi Newspaper, Delhi Edition) ,the e-voting period opened Thursday, 18th September, 2014 at 09.00 A.M and remained open upto 06.00 P.M on Saturday, 20th September, 2014.
- ii) The members of the company as on the "cut off " date i.e. 01st August, 2014 were entitled to vote on the resolutions (Item No. 1 to 8) as set out in the Notice of the 43rd Annual General Meeting of the company.
- iii) The votes cast were unblocked on Monday, 22nd September, 2014 at (11.30 A.M.) in the presence of 2 witnesses, Ms. Meenu Papreja and Mr. Deepak Chauhan, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No. 1	Witness No. 2
 _____ Meenu Papreja 140, Bhim Nagar, New Railway Road, Gurgaon, Haryana-122001	 _____ Deepak Chauhan H. No. 209, Shiv Colony Palla No. 1, Faridabad, Haryana-121003

- iv) Thereafter the details containing, *inter alia*, list of Members, who voted "for", "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.



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www.evoting.nsdl.com and based on such report generated, the results of the e-voting are as under:-

Resolution No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statement of the company which includes Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss for the Financial year ended on that date together with the Reports of the Board of Directors and Statutory 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
406	1268995651	84.7431

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
79	228465718	15.2569

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 2

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



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
404	1497044035	99.9027

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
80	1458496	0.0973

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution no. 3

Ordinary Resolution to appoint Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting and to authorize Board of Directors to fix their remuneration

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
436	1498396891	99.9930



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
46	105114	0.0070

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 4

Ordinary Resolution to appoint Mr. Ravinder Singhania (DIN 00006921), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 to read with Schedule –IV and rules made thereunder to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
358	1274208921	85.0323

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
121	224290970	14.9677



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(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 5

Ordinary Resolution to appoint Mr. Sanjay Bahadur (DIN 00032590), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 to read with Schedule –IV and rules made thereunder to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
414	1445799594	96.4830

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
69	52703126	03.5170

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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Resolution No. 6

Ordinary Resolution to appoint Mr. Anil Harish (DIN 00001685), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 to read with Schedule –IV and rules made thereunder to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
401	1427817299	95.2834

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
76	70677325	04.7166

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 7

Ordinary Resolution to appoint Mr. G.R. Ambwani (DIN 00216484) an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 to read with Schedule –IV and rules made thereunder to hold office for a term of five consecutive years commencing from 01st April, 2014.



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
407	1445797080	96.4828

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
75	52705540	03.5172

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 8

Special Resolution to mortgage and/or to create charge on all the movable and immovable properties or such assets of the company wherever situated (present or future) pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
355	1369850196	91.4142



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
129	128658223	08.5858

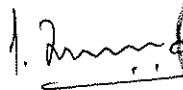
(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

3. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe custody.

Thanking You.

Yours faithfully,



Dhananjay Shukla
Practising Company Secretary
FCS No. 5886, COP No. 8271
Scrutinizer

Place : Gurgaon

Date : 24th September, 2014

FORM NO. MGT-13

REPORT OF SCRUTINIZER

**[Pursuant To Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman

**of 43rd Annual General Meeting of the Members of M/s Unitech Limited held on Friday, 26th
Day of September, 2014 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills,
Mehrauli, New Delhi-110030.**

Dear Sir,

I, Dhananjay Shukla, Practising Company Secretary (FCS: 5886, COP No. 8271) and Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries, having office at House No. 23, Basement, Sector-30, Gurgaon-122001, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions (01 to 08) at the 43rd Annual General Meeting (AGM) of the Members of M/s Unitech Limited held at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030 on Friday, 26th day of September, 2014 at 11.00 A.M. as per the provisions of Section 109 of the Companies Act, 2013 to read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions as set out in the Notice to the 43rd Annual General Meeting (AGM) dated 13th August, 2014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



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4. The result of the poll is as under:-

Resolution No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statement of the company which includes Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss for the Financial year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon.

(i) Voted in favor of the resolution

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
57	14662094	99.9993

(ii) Voted against the resolution:

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0007

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 2

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



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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 3

Ordinary Resolution to appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 4

Ordinary Resolution to appoint Mr. Ravinder Singhanian (DIN 00006921), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028



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Resolution No. 5

Ordinary Resolution to appoint Mr. Sanjay Bahadur (DIN 00032590), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

(i) Voted in favor of the resolution

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100

(ii) Voted against the resolution:

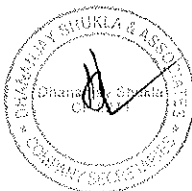
Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 6

Ordinary Resolution to appoint Mr. Anil Harish (DIN 00001685), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.



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company secretaries

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

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 7

Ordinary Resolution to appoint Mr. G.R. Ambwani (DIN 00216484) an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
58	14662194	100



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

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 8

Special Resolution to mortgage and/or to create charge on all the movable and immovable properties or such assets of the company wherever situated (present or future) pursuant to section 180 (1)(a) and other applicable provisions of the Companies Act, 2013.

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

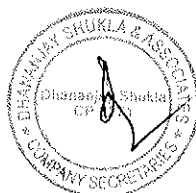
Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
57	14661994	99.9986

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

Number of members present (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	0.0014

(iii) **Invalid Votes**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028



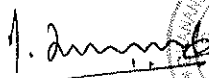
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5. A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You.

Yours faithfully,





Dhananjay Shukla
Practising Company Secretary
FCS : 5886, COP No. 8271
Scrutinizer



Place : Gurgaon

Date : 26th September, 2014

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

[Pursuant To Section 108 & 109 of the Companies Act, 2013 read with Rule 20 (xi) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

of 43rd Annual General Meeting of the Members of M/s Unitech Limited held on Friday, 26th Day of September, 2014 at 11.00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030.

Dear Sir,

I, Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries (FCS: 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 18th September, 2014 to 06.00 P.M. on 20th September, 2014 and Poll taken in respect of the below mentioned resolutions proposed at the 43rd Annual General Meeting of the Members (Equity Shareholders) of M/s Unitech Limited held on 26th September, 2014 at 11.00 AM at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030, submit my report as under :-

1. As per Notice dated 13th August, 2014 for convening 43rd Annual General Meeting, the e-voting period opened on Thursday, 18th September, 2014 at 09.00 A.M and remained open upto 06.00 P.M on Saturday, 20th September, 2014.
2. The Members (Equity Shareholders) holding shares as on Friday, 01st August, 2014 "cut off" date were entitled to vote on the resolution stated in the Notice of 43rd Annual General Meeting.
3. The votes were unblocked at 11:30 A.M. on 22nd September, 2014, in the presence of 2 witnesses, Ms. Meenu Papreja and Mr. Deepak Chauhan who are not the employees of the Company.
4. The e-voting results/list of equity shareholders who have voted " IN FAVOUR" and "AGAINST" were downloaded from e-voting website of National Security Depository



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Limited (NSDL) www.evoting.nsdl.com and report over the same was handed over to the Chairman on 24th September, 2014.

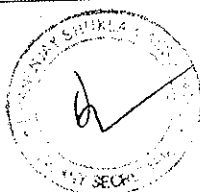
5. The Chairman of the 43rd Annual General Meeting (AGM) "*Suo Motu*" ordered for poll and after the time fixed for closing of the poll by the Chairman at 11.30 A.M., One ballot box kept for collecting poll papers was locked in my presence with due identification marks were placed by me.
6. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
8. I have already submitted my report for the poll taken at the meeting in form no. MGT-13 to the Chairman separately.
9. The consolidated result of the e-voting and poll taken is as under:-

Resolution No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statement which includes Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss for the Financial year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon.

(i) Voted in favor of the resolution

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	406	1268995651	83.92
Poll	57	14662094	0.97
Total:	463	1283657745	84.89



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(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	79	228465718	15.11
Poll	1	100	0.00
Total	80	228465818	15.11

(iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 2

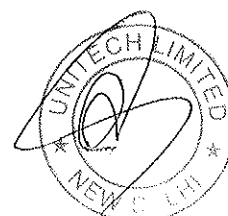
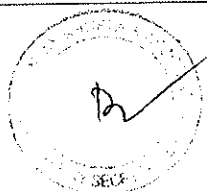
Ordinary Resolution to appoint a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and, being eligible, offers herself for reappointment.

(i) Voted in favor of the resolution

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	404	1497044035	98.93
Poll	58	14662194	0.97
Total:	462	1511706229	99.90

(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	80	1458496	0.10
Poll	0	0	0.00
Total	80	1458496	0.10



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(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028

Resolution No. 3

Ordinary Resolution to appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General meeting and to authorize Board of Directors to fix their remuneration

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	436	1498396891	99.02
Poll	58	14662194	0.97
Total:	494	1513059085	99.99

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	46	105114	0.01
Poll	0	0	0.00
Total	46	105114	0.01

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028



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Resolution no. 4

Ordinary Resolution to appoint Mr. Ravinder Singhania (DIN 00006921), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

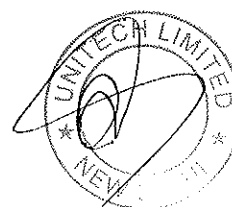
	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	358	1274208921	84.21
Poll	58	14662194	0.97
Total:	416	1288871115	85.18

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	121	224290970	14.82
Poll	0	0	0.00
Total	121	224290970	14.82

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028



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Resolution No. 5

Ordinary Resolution to appoint Mr. Sanjay Bahadur (DIN 00032590), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule -IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

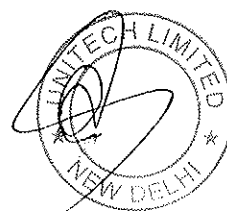
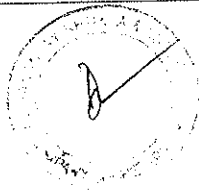
	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	414	1445799594	95.55
Poll	58	14662194	0.97
Total:	472	1460461788	96.52

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	69	52703126	03.48
Poll	0	0	0.00
Total	69	52703126	03.48

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028



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Resolution No. 6

Ordinary Resolution to appoint Mr. Anil Harish (DIN 00001685), an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule –IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

(i) Voted in favor of the resolution

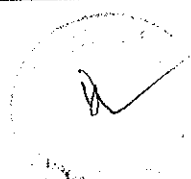
	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	401	1427817299	94.36
Poll	58	14662194	0.97
Total:	459	1442479493	95.33

(ii) Voted against the resolution:

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	75	70677325	04.67
Poll	0	0	0.00
Total	76	70677325	04.67

(iii) Invalid Votes

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028



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Resolution No. 7

Ordinary Resolution to appoint Mr. G.R. Ambwani (DIN 00216484) an Independent Director of the Company pursuant to section 149, 150, 152 and other applicable provisions of the companies Act, 2013 read with Schedule -IV and rules made there under to hold office for a term of five consecutive years commencing from 01st April, 2014.

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

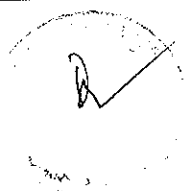
	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	407	1445797080	95.55
Poll	58	14662194	0.97
Total:	465	1460459274	96.52

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	75	52705540	03.48
Poll	0	0	0.00
Total	75	52705540	03.48

(iii) **Invalid Votes**

Total number of members(in person or proxy)whose votes were declared invalid	Total number of votes cast by them
13	4028




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Resolution No. 8

Special Resolution to mortgage and/or to create charge on all the movable and immovable properties or such assets of the company wherever situated (present or future) pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013.

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

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	355	1369850196	90.53
Poll	57	14661994	0.97
Total:	412	1384512190	91.50

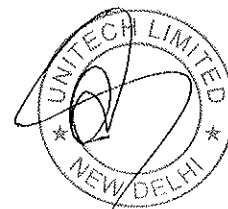
(ii) **Voted against the resolution:**

	Number of members present & voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	129	128658223	08.50
Poll	1	200	0.00
Total	130	128658423	08.50

(iii) **Invalid Votes**

Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them
13	4028

10. A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



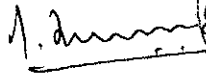
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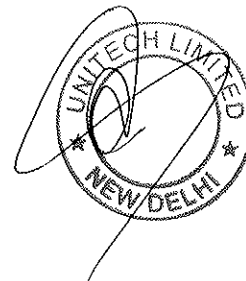
11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.
12. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe custody.

Thanking You.

Yours faithfully,



Dhananjay Shukla
Practising Company Secretary
FCS : 5886, COP No. 8271
Scrutinizer



Place : Gurgaon

Date : 26th September, 2014

Note: The percentage of the Votes cast "in favour" or "Against" has been computed upto two decimal points.