UNITECH LIMITED

unitech

CIN: L74899DL1971PLC009720
Regd. Office : Basement, 6, Community Centre, Saket, New Delhi - 110 017
Tel: +91 11 26857331 / Fax: +91 11 26857338
E-mail ID : share.dept@unitechgroup.com, Website : www.unitechgroup.com

NOTICE OF 44th ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the Members of the Company will be held on Monday, 28th day of September, 2015, at 11:00 A.M. at **Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, New Delhi-110074** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company which includes Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the financial year ended on that date together with the Board Report and the report of Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Sanjay Chandra (DIN 00004484), who retires by rotation and, being eligible, offers himself for re- appointment.

3. 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 authorise Board of Directors of the Company to fix their remuneration. M/s Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), the retiring Auditors, are eligible for re-appointment.

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to Article 90 of the Articles of Association of the Company and the provisions of Sections 149 & 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Rekhi (DIN-00062990), be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five consecutive years w.e.f. 23rd May 2015, not liable to retire by rotation and the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 and all other applicable provisions of the Companies Act, 2013 proposing the candidature of Mr. Sunil Rekhi for appointment as Non-Executive Independent Director of the Company."

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 Article 90 of the Articles of Association of the Company and the provisions of Sections 149 & 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chanderkant Jain (DIN-06709287), be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five consecutive years w.e.f. 23rd May 2015, not liable to retire by rotation and the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 and all other applicable provisions of the Companies Act, 2013 proposing the candidature of Mr. Chanderkant Jain for appointment as Non-Executive Independent Director of the Company."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions**:

   a) "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 of 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 2014-15, amounting to Rs. 4,75,000 plus applicable service tax and reimbursement of out of pocket expenses incurred, be and is hereby ratified.

      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."

   b) "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 of 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 2015-16, amounting to Rs. 4,75,000 plus applicable service tax and reimbursement of out of pocket expenses that may be incurred, be and is hereby ratified.

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."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles 101, 101A & 165 of Articles of Association of the Company be and are hereby substituted in the following manner:

a) *101.* Not less than two-third of the total number of Directors of the Company shall:

(i) be persons whose period of office is liable to determination by retirement of Directors by rotation; and

(ii) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

For the purpose of this article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company.

The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The Board shall have the power to determine and appoint such Directors from time to time on the basis of total number of Directors on the Board.

A retiring Director shall be eligible for re-election.

b) *165.* Where under any provisions of the Companies Act, 2013, any person, whether a member of Company or not, is entitled to inspect any register, return, certificate, deed, instrument, book and paper or document required to be kept or maintained by the Company, the person so entitled to inspect shall be permitted to inspect the same during 10.30 AM to 12.30 PM on all working days, other than Saturday, at the registered office of the Company on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

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

By Order of the Board of Directors
For Unitech Limited

Place : Gurgaon
Date : 13th August, 2015

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 ON A POLL TO VOTE INSTEAD OF HIMSELF. 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 not less than forty eight hours before the scheduled time of the commencement of 44th 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 representatives to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. Proxies/Authorised representatives must carry their photo identity proof to the AGM venue and shall produce at the Attendance Verification Counter on demand.

5. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of items no. 4 to 7 of the notice setout above are 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 **Tuesday, the 22nd September, 2015 to Monday, the 28th September, 2015** (both days inclusive).

8. Electronic copy of the Annual Report for the year ended 31st March, 2015, indicating process and manner of e-voting alongwith AGM notice, 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 a hard copy of the same. Further, for members who have not registered their email address, physical copies of Abridged Annual Report containing the salient features of the Balance Sheet, Statement of Profit and Loss and auditors' report are being sent along with Abridged Consolidated Financial Statements.

Any member interested in obtaining a physical copy of the full Annual Report, may write to the Company Secretary.

Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to update/ register their e-mail address 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. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.

11. Details required under Clause 49 of the Listing Agreement with the Stock exchanges in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is provided in the AGM notice.

12. All the documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 10.00 am to 4.00 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, Demat, 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 remains unpaid / unclaimed with the Company. 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; else such amount of dividend will be transferred to the Investor Education and Protection Fund [IEPF], pursuant to the Companies Act 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.

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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 44th 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, 2015 (9:00 am) and ends on 27th September, 2015 (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 **21st September, 2015**, 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 **21st September, 2015**. 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; **"Unitech 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.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.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) 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**

(ii) 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.nsdl.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.

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. 21st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

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" option available on www.evoting.nsdl.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 as Scrutinizer to scrutinize the 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 scrutinizer, 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 three days of the conclusion of the AGM, a consolidated scrutinizer'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 Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.unitechgroup.com 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.

By Order of the Board of Directors
For Unitech Limited

Place : Gurgaon
Date : 13th August, 2015

Deepak Jain
Company Secretary

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

Item 4-5

Mr. Sunil Rekhi and Mr. Chanderkant Jain were appointed as Additional Non-Executive Independent Directors by the Board of Directors w.e.f. 23rd May 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 ('the Act') and Article 90 of Articles of Association of the Company.

Pursuant to Section 161 of the Act, the above Directors hold office up to the date of the ensuing Annual General Meeting. The Company has received notices in writing from members, alongwith the deposit of requisite amount under Section 160 and all other applicable provisions of the Act, proposing the candidatures of Mr. Sunil Rekhi and Mr. Chanderkant Jain for the office of Director of the Company for a period of five consecutive years w.e.f. 23rd May 2015, not liable to retire by rotation. The Board feels that presence of Mr. Sunil Rekhi and Mr. Chanderkant Jain on the Board is desirable and would be beneficial to the company and hence recommend resolutions No. 4 & 5 for adoption.

The Board recommends resolutions under Item No. 4 & 5 to be passed as Ordinary Resolutions.

The Company has also received declarations from Mr. Sunil Rekhi and Mr. Chanderkant Jain that they meet with the criteria of independence as prescribed under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sunil Rekhi and Mr. Chanderkant Jain fulfill the conditions for appointment as Independent Directors as specified in the Act and the rules made thereunder.

Brief resume of Mr. Sunil Rekhi and Mr. Chanderkant Jain, nature of their expertise and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the appended table.

Copy of the Appointment letters of Mr. Sunil Rekhi and Mr. Chanderkant Jain as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

Mr. Sunil Rekhi and Mr. Chanderkant Jain and their relatives are interested in the respective resolution set out at Item No. 4 & 5 of the Notice with regard to their respective appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 & 5 of the Notice for approval by the Members.

Item 6

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 years 2014-15 & 2015-16 at the remuneration mentioned in the respective resolutions.

In terms of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested in this resolution.

The Board recommends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the Members.

Item 7

As per Article 101A of the Articles of Association of the Company, the Executive Chairman or Executive Director or Managing Director or Whole-Time Directors of the company are not liable to retire by rotation. However, Companies Act, 2013 has provided that the Independent Directors of the company shall not be liable to retire by rotation. Section 152 of the Act provides that at least 2/3rd of the total number of Directors excluding Independent Directors shall be liable to retire by rotation.

Further, in view of administrative convenience, it is proposed to restrict the time of inspection of the register, return, certificate, deed, instrument, book and paper or document of the Company by any shareholder or member of public from 10.30 A.M. to 12.30 P.M.

In view of above it is proposed to substitute the Articles 101, 101A & 165 in the manner as specified in the Resolution at Item No. 7.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Details of Directors Proposed to be Appointed/Re-Appointed at 44th Annual General Meeting

Name	Age (Years)	Brief Profile	Shareholding	Chairman/Director of Other Companies & Shareholding if holding more than 2%	Chairman/Member of Committee of Board of Companies of which he is a Director
Mr. Sanjay Chandra (DIN 00004484)	42	Mr. Sanjay Chandra has studied business management from University of Massachusetts & Boston University. He has been instrumental in creating and launching several marquee projects in NCR and in getting Unitech Corporate Parks listed on London Stock Exchange's AIM. He was also placed on the List of Young Global Leaders (YGL) by the World Economic Forum in Geneva in 2011.	65894880	• Unitech Advisors (India) Pvt. Ltd. • Uni-chand Builders Pvt. Ltd. • Unitech Sai Pvt. Ltd. • Shreeaumji Developers SEZ Pvt. Ltd. • Shreeaumji Real Estate SEZ Pvt. Ltd.	Nil
Mr. Sunil Rekhi (DIN-00062990)	47	Mr. Rekhi is a Chartered Accountant, 1992 batch and having worked in various national & international companies in the Finance & Accounts department.	Nil	Nil	Chairman – Stakeholders Relationship Committee* • Unitech Limited Member-Audit Committee* • Unitech Limited
Mr. Chanderkant Jain (DIN-06709287)	43	Mr. Jain is an industrial engineer based in Toronto and an investor in properties and development in Toronto, Middle East and India.	Nil	• Unitech Residential Resorts Ltd. • Terra Buildspace Pvt. Ltd. (Shareholding 99%)	Member-Audit Committee* • Unitech Limited

*w.e.f. 29th May, 2015

By Order of the Board of Directors
For Unitech Limited

Place : Gurgaon
Date : 13th August, 2015

Deepak Jain
Company Secretary

UNITECH LIMITED

unitech

CIN: L74899DL1971PLC009720
Regd. Office : Basement, 6, Community Centre, Saket, New Delhi - 110017
E-mail ID : share.dept@unitechgroup.com, Website : www.unitechgroup.com
Tel: +91 11 26857331 / Fax: +91 11 26857338

PROXY FORM

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

44th ANNUAL GENERAL MEETING - Monday, 28th September, 2015 at 11:00 A.M.

Name of the member(s) :	
Registered address :	
E Mail Id:	
DP ID/Client ID:	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 44th Annual General Meeting of the Company to be held on Monday, the 28th day of September, 2015 at 11.00 a.m. at the Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, New Delhi - 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

	ORDINARY BUSINESS
1.	Adoption of Audited Financial Statements (Standalone and Consolidated), Board Report & the Report of Statutory Auditors for the Financial Year ended 31st March 2015
2.	Re-appointment of Mr. Sanjay Chandra as Director, retires by rotation.
3.	Appointment of M/s Goel Garg & Co. Chartered Accountants, as Statutory Auditors.
	SPECIAL BUSINESS
4.	Appointment of Mr. Sunil Rekhi as Non-Executive Independent Director.
5.	Appointment of Mr. Chanderkant Jain as Non-Executive Independent Director.
6.	(a) Ratification of remuneration of M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2014-15. (b) Ratification of remuneration of M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2015-16.
7.	Alteration of Articles 101, 101A & 165 of Articles of Association of the Company. (Special Resolution)

Signed this _____ day of _____ 2015.

AFFIX REVENUE STAMP

_____ _____

Signature of the Shareholder **Signature of Proxy holder**

NOTE :

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, not less than 48 hours before the commencement of the 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 detail of member(s) before submission.

UNITECH LIMITED

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CIN No. L74899DL1971PLC009720
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Tel: +91 11 26857331 / Fax: +91 11 26857338

ATTENDANCE SLIP

44th ANNUAL GENERAL MEETING - Monday, 28th September, 2015 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 44th Annual General Meeting of the Company to be held at 11:00 A.M. on Monday, the 28th day of September, 2015 at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, 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

unitech

ANNUAL REPORT 2015

QUALITY SETS US APART

AMBER, UGCC, NOIDA