



ITCL

IL&FS Trust Company Limited

instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	----	----	----
Total (a+b+c+d)	7,51,56,292	2.87%	----
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired/ sold	----	----	----
b) VRs acquired/sold otherwise than by shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares ~~encumbered/invoked~~ /released by the acquirer	6,13,12,488	2.34%	----
Total (a+b+c+d)	6,13,12,488	2.34%	----
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,38,43,804	0.53%	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
Total (a+b+c+d)	1,38,43,804	0.53%	----
Mode of ~~acquisition/ sale~~ (e.g. ~~open market~~ /off market/ ~~public issue~~ / ~~rights issue~~ / ~~preferential allotment~~ / ~~inter se transfer~~ etc.)	Off Market		
Date of ~~acquisition/ sale of shares/VR or date of receipt of intimation of allotment of shares~~ , whichever is applicable	October 14, 2014		
Equity share capital / total voting capital of the TC before the said ~~acquisition/ sale~~	2,61,63,01,047 Shares		
Equity share capital/ total voting capital of the TC after the said ~~acquisition/ sale~~	2,61,63,01,047 Shares		

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Total diluted share/voting capital of the TC after the said acquisition	2,61,63,01,047 Shares
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Note:

Note: We (IL&FS Trust Company Ltd) are acting as Security & Debenture Trustee for various transactions in which we have received shares of Unitech Limited in our pledge as security on behalf of various lenders/beneficiaries.

Various quantities of shares of Unitech Ltd have been pledged and released at various dates with IL &FS Trust Company Ltd (ITCL), the latest release being on October 14, 2014.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender and debenture holder and not on the Trustee. However, out of abundant caution, ITCL in its capacity as security trustee and debenture trustee are disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For IL&FS Trust Company Ltd

Narendra Joshi

Head- Legal, Compliance & Risk

Place: Mumbai

Date: October 17, 2014



DEPUTY GENERAL MANGER
CORPORATION FINANCE DEPARTMENT
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Tel. (Direct): 26449373

भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

CFD/PC/CB/OWI/23475/14
August 08, 2014

IL&FS Trust Company Limited
IL&FS Financial center
Plot no. C-22, G Block, 5th floor
Bandra Kurla Complex
Bandra East
Mumbai-400051

K.A.: Mr. Narendra Joshi, General Counsel and Compliance Officer

Sir,

Sub: Clarification under SEBI(Substantial Acquisition of shares and Takeovers) Regulations, 2011(herein referred to as " Regulations").

1. This has reference to your letter dated August 05, 2014 seeking clarification, inter-alia, as to whether the beneficiary should alone be responsible for compliance with the reporting requirements under the Regulations
2. We have considered the submissions made by you in your letter under reference and our views on the issue are as under:
 - a. The primary onus of complying with the relevant provisions of the Regulations should be either on the entity with whom the shares are pledged (which can be invoked at a later stage only by the entity or under its instructions and the beneficial voting rights will then vest with that entity) or the beneficial owners of the shares and not on the Trustee.
 - b. However, the Trustee should make it clear to their clients that the onus for compliance with requirements under the Regulations is on them. Further, if the Trustee has reasons to believe that some entities are persons acting in concert in a particular scrip for which it is holding shares in Trust, the onus should be on the Trustee to require the clients to make appropriate disclosures in this regard and he shall not facilitate non-compliance in any manner.
3. This letter is being issued with the approval of the competent authority.

Yours faithfully,

AMIT TANDON