

Unitech Limited

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28th August 2010

The Manager
(Listing Department)
National Stock Exchange of India Ltd.
'Exchange Plaza', C/1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

unitech

Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sirs/Madam,

Sub: Proceedings of Court Convened Meetings

Pursuant to Clause 31 of the Listing agreement and all other applicable clauses, please find attached herewith the copies of proceedings of Court Convened Meetings of:

- Equity Shareholders held on August 6th 2010
- Secured Creditors held on August 7th 2010
- Unsecured Creditors held on August 7th 2010

This is for your Information & Records.

Yours faithfully,
For **UNITECH LIMITED**


Deepak Jain
Company Secretary

MINUTES BOOK



MINUTES OF THE COURT CONVENED MEETING OF EQUITY SHAREHOLDERS OF UNITECH LIMITED HELD ON FRIDAY, 6TH DAY OF AUGUST AT 2:00 PM AT AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

The followings were present:

<u>Name</u>	<u>Designation</u>
Mr. D.K. Sharma	Court Appointed Chairperson
Mr. Mayank Bansal	Court Appointed Alternate Chairperson
Mr. Sanjay Chandra	Managing Director
Mr. Manoj Popli	Chief Financial Officer
Mr. Deepak Jain	Company Secretary

Equity Shareholders (Members)

807 Equity Shareholders of the Company were present either in person, through proxies or through Authorised representatives (hereinafter collectively referred to as the members for the sake of brevity).

In Attendance Mr. Deepak Jain, Company Secretary

At the outset, Mr. Deepak Jain welcomed Mr. D.K. Sharma and Mr. Mayank Bansal, appointed by the High Court of Delhi, as the Chairperson and Alternate Chairperson, respectively. Further he also welcomed all Equity Shareholders of the Company and introduced them with the Chairman & Alternate Chairman of the meeting. He then requested the Chairman to preside over the meeting.

The Chairman thereupon announced, on the basis of the certificate received from the Company Secretary vis-a-vis the requirement of quorum for the meeting, the requisite quorum was already present. He thereupon called the meeting to order.

With the permission of the members present, the Notice convening the meeting, Explanatory Statement under Section 393 of the Companies Act, 1956 and the proposed Scheme of Arrangement ('the Scheme') were taken as read and understood.

Upon invitation to the members to seek clarification, if any required on the Scheme, the members asked the queries which were duly replied.

Thereafter, following resolution for approval, with or without modification, of the Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, was put forth by the Chairman before the members, for voting through a Poll.

RESOLUTION

"RESOLVED THAT subject to the approval of Hon'ble High Court of Delhi at New Delhi, the proposed Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, be and is hereby approved".

CHAIRMAN'S
INITIALS

MINUTES BOOK

The Chairman then initiated the process of polling by ballot. The Chairman also informed that the scrutiny of the ballot papers will be made by two Scrutineers and appointed Ms. Kanu Priya Tulsyan one of the Equity Shareholder, and Mr. Dhananjay Shukla, a Practicing Company Secretary, as Scrutineers.

The Chairman thereupon invited the members present at the meeting to cast their votes.

The Chairman also informed the members that the result of poll would be declared soon after submission of the report by Scrutineers and that the same would also be placed on the notice board of Registered Office of the Company and as well as the website of the Company i.e. www.unitechgroup.com on 9th August 2010

After conclusion of the polling and the scrutiny of the ballot papers, the Scrutineers submitted their report to the Chairman as under:

A.	No. of ballot papers	:	609
	Less: No. of ballot papers rejected	:	20
	No. of valid ballot papers	:	589
B.	No. of valid voters (present in person or proxy)	:	589
	(i) Voted in favour of the resolution	:	576
	(ii) Voted against the resolution	:	13
C.	No. of valid votes (exercised in person or by Proxy)	:	Rs.1466638853/-
	(i) votes in favour of the resolution	:	Rs.1466613623/-
	(ii) votes against the resolution	:	Rs. 25230
D.	Percentage of votes in favour	:	97.79% in number and 99.998% in value, present and voting.

The Chairman declared that members constituting a majority in number and representing more than three-fourths in the value of the members, present and voting either in person or by proxy or by authorized representatives voted in FAVOUR of the Scheme and hence pursuant to the direction of the Hon'ble High Court of Delhi, the Scheme was approved with requisite majority.

There being no other item to be considered, the meeting was declared concluded by the Chairman.

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For Unitech Limited

CHAIRMAN'S
INITIALS


Deepak Jain
Company Secretary

MINUTES BOOK



MINUTES OF THE COURT CONVENED MEETING OF SECURED CREDITORS OF UNITECH LIMITED HELD ON SATURDAY, 7TH DAY OF AUGUST AT 10:00 AM AT AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

The followings were present:

<u>Name</u>	<u>Designation</u>
Mr. Ashok Gurnani	Court Appointed Chairperson
Mr. Y. P. Singh	Court Appointed Alternate Chairperson
Mr. Sanjay Chandra	Managing Director
Mr. Manoj Popli	Chief Financial Officer
Mr. Deepak Jain	Company Secretary

Secured Creditors

23 Secured Creditors of the Company were present either in person, through proxies or through Authorised representatives (hereinafter collectively referred to as the Secured Creditors, for the sake of brevity).

In Attendance Mr. Deepak Jain, Company Secretary

At the outset, Mr. Deepak Jain welcomed Mr. Ashok Gurnani and Mr. Y.P. Singh, appointed by the High Court of Delhi, as the Chairperson and Alternate Chairperson, respectively. Further he also welcomed Secured Creditors of the Company and introduced them with the Chairman & Alternate Chairman of the meeting. He then requested the Chairman to preside over the meeting.

The Chairman thereupon announced, on the basis of the certificate received from the Company Secretary vis-a-vis the requirement of quorum for the meeting, the requisite quorum was already present. He thereupon called the meeting to order.

With the permission of the Secured Creditors present, the Notice convening the meeting, Explanatory Statement under Section 393 of the Companies Act, 1956 and the proposed Scheme of Arrangement ('the Scheme') were taken as read and understood.

Upon invitation to the Secured Creditors to seek clarification, if any required on the Scheme, the Secured Creditors expressed their satisfaction with the Scheme and no queries were raised.

Thereafter, following resolution for approval, with or without modification, of the Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, was put forth by the Chairman before the Secured Creditors, for voting through a Poll.

RESOLUTION

"RESOLVED THAT subject to the approval of Hon'ble High Court of Delhi at New Delhi, the proposed Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, be and is hereby approved".

The Chairman then initiated the process of polling by ballot. The Chairman also informed that the scrutiny of the ballot papers will be made by two Scrutineers and appointed Mr. Sushil

CHAIRMAN'S
INITIALS

MINUTES BOOK

Kumar, representing Axis Bank one of the Secured Creditors and Mr. Dhananjay Shukla, an independent Practicing Company Secretary, as Scrutineers.

The Chairman thereupon invited the Secured Creditors present at the meeting to cast their votes.

The Chairman also informed the Secured Creditors that the result of poll would be declared soon after submission of the report by Scrutineers and that the same would also be placed on the notice board of Registered Office of the Company and as well as the website of the Company i.e. www.unitechgroup.com on 9th August, 2010,

After conclusion of the polling and the scrutiny of the ballot papers, the Scrutineers submitted their report to the Chairman as under:

A.	No. of ballot papers	:	23
	Less: No. of ballot papers rejected	:	1
	No. of valid ballot papers	:	22
B.	No. of valid voters (present in person or proxy)	:	22
	(i) Voted in favour of the resolution	:	22
	(ii) Voted against the resolution	:	NIL
C.	No. of valid votes (exercised in person or by Proxy)	:	Rs. 29061195548/-
	(i) votes in favour of the resolution	:	Rs. 29061195548/-
	(ii) votes against the resolution	:	NIL
D.	Percentage of votes in favour	:	100% in number and 100% in value, present and voting.

The Chairman declared that Secured Creditors constituting a majority in number and representing more than three-fourths in the value of the Secured Creditors, present and voting either in person or by proxy or by authorized representatives voted in FAVOUR of the Scheme and hence pursuant to the direction of the Hon'ble High Court of Delhi, the Scheme was approved with requisite majority.

There being no other item to be considered, the meeting was declared concluded by the Chairman.

**Certified True Copy
For Unitech Limited**


Deepak Jain
Company Secretary

CHAIRMAN'S
INITIALS

MINUTES BOOK



MINUTES OF THE COURT CONVENED MEETING OF UNSECURED CREDITORS OF UNITECH LIMITED HELD ON SATURDAY, 7TH DAY OF AUGUST AT 1:30 PM AT AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

The followings were present:

<u>Name</u>	<u>Designation</u>
Mr. Sanjeev Kumar Dubey	Court Appointed Chairperson
Mr. Rajeev Kumar	Court Appointed Alternate Chairperson
Mr. Sanjay Chandra	Managing Director
Mr. Manoj Popli	Chief Financial Officer
Mr. Deepak Jain	Company Secretary

Unsecured Creditors

219 Unsecured Creditors of the Company were present either in person, through proxies or through Authorised representatives (hereinafter collectively referred to as the Unsecured Creditors, for the sake of brevity).

In Attendance Mr. Deepak Jain, Company Secretary

At the outset, Mr. Deepak Jain welcomed Mr. Sanjeev Kumar Dubey and Mr. Rajeev Kumar, appointed by the High Court of Delhi, as the Chairperson and Alternate Chairperson, respectively, for the meeting. Further he also welcomed unsecured creditors of the Company and introduced them with the Chairman and Alternate Chairman of the meeting. He then requested the Chairman to preside over the meeting.

The Chairman thereupon announced, on the basis of the certificate received from the Company Secretary vis-a-vis the requirement of requisite quorum for the meeting was not present according to the order of the Hon'ble High Court, so thereupon, pursuant to the said order, the meeting was adjourned for half an hour and after that whosoever was present were taken as requisite quorum.

With the permission of the Unsecured Creditors present, the Notice convening the meeting, Explanatory Statement under Section 393 of the Companies Act, 1956 and the proposed Scheme of Arrangement ('the Scheme') were taken as read and understood.

Upon invitation to the Unsecured Creditors to seek clarification, if any required on the Scheme, the Unsecured Creditors expressed their satisfaction with the Scheme and no queries were raised.

During the meeting, a letter dated 7th August 2010 from the Deutsche Bank AG requesting the Chairman to read the contents of the said letter to the unsecured creditors, and Chairman read out the same, however after that Amarchand & Mangaldas, the Company's counsel also gave one letter in the same context and the same had been read by the Chairman to the unsecured creditors.

Thereafter, following resolution for approval, with or without modification, of the Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, was put forth by the Chairman before the Unsecured Creditors, for voting through a Poll.

CHAIRMAN'S
INITIALS

MINUTES BOOK

RESOLUTION

"RESOLVED THAT subject to the approval of Hon'ble High Court of Delhi at New Delhi, the proposed Scheme of Arrangement among Aditya Properties Private Limited, Unitech Holdings Limited, Unitech Limited and Unitech Infra Limited and their respective shareholders and creditors, be and is hereby approved".

The Chairman then initiated the process of polling by ballot. The Chairman also informed that the scrutiny of the ballot papers will be made by two Scrutineers and appointed Ms. Savita Mahajan, one of the Unsecured Creditors and Mr. Dhananjay Shukla, an independent Practicing Company Secretary as Scrutineers.

The Chairman thereupon invited the Unsecured Creditors present at the meeting to cast their votes.

The Chairman also informed the Unsecured Creditors that the result of poll would be declared soon after submission of the report by Scrutineers, and that the same would also be placed on the notice board of Registered Office of the Company and as well as the website of the Company i.e. www.unitechgroup.com on 9th August,

After conclusion of the polling and the scrutiny of the ballot papers, the Scrutineers submitted their report to the Chairman as under:

A.	No. of ballot papers	:	219
	Less: No. of ballot papers rejected	:	19
	No. of valid ballot papers	:	200
B.	No. of valid voters (present in person or proxy)	:	200
	(i) Voted in favour of the resolution	:	198
	(ii) Voted against the resolution	:	2
C.	No. of valid votes (exercised in person or by Proxy)	:	Rs.646,34,04,604/-
	(i) votes in favour of the resolution	:	Rs.646,32,64,604/-
	(ii) votes against the resolution	:	1,40,000
D.	Percentage of votes in favour	:	99% in number and 99.99% in value, present and voting.

CHAIRMAN'S
INITIALS

MINUTES BOOK



The Chairman declared that Unsecured Creditors constituting a majority in number and representing more than three-fourths in the value of the Unsecured Creditors, present and voting either in person or by proxy or by authorized representatives voted in FAVOUR of the Scheme and hence pursuant to the direction of the Hon'ble High Court of Delhi, the Scheme was approved with requisite majority.

There being no other item to be considered, the meeting was declared concluded by the Chairman.

Certified True Copy
For Unitech Limited

Deepak Jain
Company Secretary

CHAIRMAN'S
INITIALS