Unitech Limited
CIN: L74899DL1971PLC009720

unitech

July 15, 2019

National Stock Exchange of India Limited [NSE] Listing Compliance 'Exchange Plaza', C/1, Block G, Bandra-Kurla Complex,Bandra (East), Mumbai – 400 051	BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001
NSE Symbol: UNITECH	**Script Code: 507878**

Dear Sir(s)/Madam,

Sub. : Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form, seeking approval of the Members to sell, transfer and dispose off 100% shareholding held by the Company in Unitech Power Transmission Limited (wholly owned subsidiary), consisting of 5 crore fully paid-up equity shares of Rs. 10/- each (including 60 equity shares held jointly with certain subsidiaries of the Company), to Sterling and Wilson Private Limited.

The Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form, is being sent to the members whose names appear on the Register of Members /list of beneficial owners as received from the Registrar and Share Transfer Agent, National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on 5th July 2019 i.e. the cut-off date.

The Company has engaged the services of NSDL for providing e-voting facility to its members. The calendar of events for the Postal Ballot is as under:

Cut Off Date for voting through ballot/e-voting	5th July, 2019
Target Date of Completion of Dispatch	15th July, 2019
Remote e-Voting Start Date	16th July, 2019
Remote e-Voting Start Time	9:00 A.M.
Remote e-Voting End Date	14th August, 2019
Remote e-Voting End Time	5:00 P.M.

The results for voting through ballot/e-voting will be declared on or before 16th August, 2019 and will also be displayed at Registered office as well as Corporate office of the Company and its website www.unitechgroup.com besides being communicated to National Stock Exchange of India Limited, BSE Limited and NSDL.

This for your information, records and compliances under the applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

Thanking you,

Yours truly,
For **Unitech Limited**

UNITECH LIMITED ★ GURGAON ★

Rishi Dev
Company Secretary
Encl: Copy of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form.

1306-1308, 13th Floor, Tower B, Signature Tower, South City - 1, Gurugram-122007, Haryana, India
T : + 91 124 4726860 F : + 91 124 2383332
Email : share.dept@unitechgroup.com W : www.unitechgroup.com
Regd. Office : 6, Community Centre, Saket, New Delhi - 110017, India
Telefax : + 91 11 26857338

UNITECH LIMITED

CIN: L74899DL1971PLC009720
Regd. Office: Basement, 6, Community Centre, Saket, New Delhi – 110 017
TeleFax: 011-26857338
E-mail: share.dept@unitechgroup.com |Web: www.unitechgroup.com

NOTICE OF POSTAL BALLOT

Notice is hereby given, pursuant to the provisions of Section 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24(5) and 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**LODR Regulations**"), as amended, from time to time and further pursuant to other applicable laws & regulations and subject to the provisions of the Memorandum and Articles of Association of the Company, that Unitech Limited (the "**Company**") is seeking the approval of Members by way of Special Resolution as set out below, through postal ballot/ e-voting i.e. voting by post or voting by electronic means, as the case may be, for sale of 5 Crore equity shares held by the Company in its wholly owned subsidiary viz. Unitech Power Transmission Limited ("**UPTL**"). A share purchase agreement has been entered into in this regard, inter alia, between Unitech Limited, UPTL and Sterling and Wilson Private Limited.

An explanatory statement, pursuant to Sections 102 and 110 of the Act pertaining to the resolution, as set out hereinafter, specifying facts which are deemed to be material in this context, is annexed hereto alongwith Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on 9th July, 2019, appointed Mr. Deepak Gupta, [Membership No. F5339/ Certificate of Practice No. 4629], Partner, DR Associates, Company Secretaries as Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions provided in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 pm on 14th August, 2019 to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and Instructions relating to e-voting". References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting).

SPECIAL BUSINESS:

SALE OF SHAREHOLDING HELD BY THE COMPANY CONSISTING OF 5 CRORE FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH IN UNITECH POWER TRANSMISSION LIMITED [WHOLLY OWNED SUBSIDIARY OF THE COMPANY]

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24(5) & 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**LODR Regulations**"), as amended, from time to time and further pursuant to other applicable laws and regulations and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent, approval and authority of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer and dispose off its 100% shareholding in Unitech Power Transmission Limited consisting of 5 crore fully paid-up equity shares of Rs. 10/- each (including 60 equity shares held jointly with certain subsidiaries of the Company) to Sterling and Wilson Private Limited at a sale consideration of INR 105 Crore and on such terms and conditions, as considered and approved by the Hon'ble Supreme Court of India in its order dated 15th February 2019 in Civil Appeal 10856 of 2016.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine all terms and conditions in relation to the above sale/divestment, settle all questions, difficulties or doubts that may arise in this regard and in complying with the requisite regulations and the Order(s) and directions of the Hon'ble Supreme Court of India, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and such person(s) authorized by the Board of Directors, be and is hereby authorised to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and

writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and is hereby authorized to delegate all or any of its powers conferred to any Committee of Directors or any Executive Director or Directors of the Company to give effect to aforesaid resolution."

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

Ramesh Chandra
Executive Chairman
DIN : 00004216

Date : 9th July 2019
Place : Gurugram

NOTES:

1. The Statement pursuant to the provisions of Section 102 and 110 of the Act setting out material facts relating to the proposed resolution is annexed hereto.

2. This Notice along with the Postal Ballot Form is being sent to the members whose names appear on the Register of Members /list of beneficial owners as received from the National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on 5th July 2019.

3. Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/ Depositories. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode alongwith postage prepaid self-addressed reply envelope. Members may note that this Notice will be available on the Company's website www.unitechgroup.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

4. Voting rights will be proportionate to paid-up value of shares registered in the name of the Members on the cut-off date i.e, 5th July, 2019. Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.

5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided voting by electronic means ("e-voting") facility to the Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

6. Members can opt for only one mode of voting, i.e. either by Postal Ballot Form or e-voting. In case any Member cast his/ her votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.

7. The Resolution, if passed by requisite majority, will be deemed to be passed as if it has been passed at a general meeting of the Members on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. 14th August, 2019.

8. A Member cannot exercise his/her vote by proxy on Postal Ballot.

9. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on 14th August, 2019. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or submitted personally at the address given on the self-addressed envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. 14th August, 2019, it will be considered that no reply from the Member has been received and will be treated as invalid. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his/ her vote and/or the Postal Ballot Form is not signed or for any justifiable reason as determined by the Scrutinizer. The Scrutinizer's decision on validity of the Postal ballot shall be treated as final.

10. The Scrutinizer will submit his report to the Chairman, after the completion of scrutiny, and the result of the voting by postal ballot/e-voting will be declared by the Chairman or any Director of the Company duly authorised, on or before 16th August, 2019 and will also be displayed at Registered office as well as Corporate office of the Company and its website www.unitechgroup.com besides being communicated to National Stock Exchange of India Limited, BSE Limited and NSDL.

11. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its Registered Office or download the same from the Company's website, www.unitechgroup.com or from the website of NSDL, www.evoting.nsdl.com.

12. The relevant documents referred to in Notice and in the explanatory statement will be available for inspection at the Registered Office of the Company on working days from the date of dispatch of the Postal Ballot Notice till the last date for receipt of votes by postal ballot /e-voting i.e. 14th August, 2019 between 10.30 a.m. to 12.30 p.m. (except Saturdays, Sundays and public holidays).

13. The e-voting period commences on **Tuesday, 16th July 2019 at 9.00 a.m.** and ends on **Wednesday, 14th August 2019 at 5.00 p.m.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall also be disabled for voting after 14th August 2019 at 5.00 p.m. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

14. The General Information and Instruction relating to e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting System

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' Section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID details will be as per details given below
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******)
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********)
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***)

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail deepak@drassociates.org with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Act, sets out material facts relating the special business mentioned in accompanying Notice dated 9th July, 2019.

Background:

The Company, with the challenges being faced by the industry and the Company & also to comply with the directions of Hon'ble Supreme Court of India, decided to divest its non-core business and other unencumbered assets. The funds will be utilized for depositing before Hon'ble Supreme Court of India for refund and possession.

Rational for Sale of UPTL:

Unitech Power Transmission Limited ("UPTL") is a wholly owned subsidiary of the Company.

Breakup of the shareholding in UPTL is as below:

Share held by	No. of Equity Shares of face value Rs.10/- each
Unitech Limited	4,99,99,940
Unitech Limited jointly with New India Construction Company Limited	10
Unitech Limited jointly with Supernal Corrugation India Limited	10
Unitech Limited jointly with Unitech Builders Limited	10
Unitech Limited jointly with Unitech Industries Limited	10
Unitech Limited jointly with Ruhi Construction Company Limited	10
Unitech Limited jointly with Unitech Business Parks Limited	10

The Hon'ble Supreme Court of India had directed M/s Grant Thornton India LLP for conducting an assessment of the fair market value for sale of UPTL by the Company. M/s Grant Thornton India LLP confirmed to the Hon'ble Court that the consideration offered by Sterling and Wilson Private Limited for the proposed sale is comparable with its valuation arrived at by Grant Thornton. The sale consideration (INR 105 Crore) will include Advisory Fee (INR 1.6 Crore), Conditional payment (upto INR 35 Crore) and Closing Payment (INR 68.4 Crore). The Hon'ble Supreme Court of India has already accorded its kind approval for the aforesaid transaction vide its order dated 15th February 2019 in Civil Appeal No. 10856 of 2016. A copy of the said order can be viewed at the following link: https://www.sci.gov.in/supremecourt/2016/36817/36817_2016_Order_15-Feb-2019.pdf

Regulation 24(5) of the LODR Regulations requires Special Resolution to dispose of shares in a 'material subsidiary' which would reduce Company's shareholding (either on its own or together with other subsidiaries) to less than 50% or result in the Company ceasing to exercise control over the said subsidiary. Further, Section 180(1)(a) of the Act requires Special Resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company (or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings).

UPTL qualifies as a 'material subsidiary' and 'undertaking' of the Company. Accordingly, the sale of the entire shareholding of the Company in UPTL requires approval of the Members of the Company through a special resolution.

The Board of Directors recommends the passing of the resolution as set out in the accompanying Notice as a Special Resolution.

M/s Sterling and Wilson Private Limited does not belong to the promoter/promoter group of the Company or any of the group companies.

None of the directors and/or key managerial personnel of the Company and/or their respective relatives are in any way concerned or interested, financially or otherwise in the proposed resolution.

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

Ramesh Chandra
Executive Chairman
DIN : 00004216

Date : 9th July 2019
Place : Gurugram

UNITECH LIMITED

unitech

CIN: L74899DL1971PLC009720
Regd. Office: Basement, 6, Community Centre, Saket, New Delhi – 110 017
TeleFax: 011-26857338
E-mail: share.dept@unitechgroup.com |Web: www.unitechgroup.com

POSTAL BALLOT FORM

Sr. No.....

1.	Name & Registered Address of the Sole/ First named Member	:	
2.	Name(s) of the Joint holder(s), if any	:	
3.	Registered Folio No. /DP ID & Client ID No.	:	
4.	Number of Equity Shares held as on 5th July 2019	:	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company, Unitech Limited, dated 9th July 2019 by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (✓) mark at the appropriate box below :

Description of Special Resolution	**I/We assent to the Resolution (FOR)**	**I/We Dissent to the Resolution (AGAINST)**
	No. of Shares	**No. of Shares**
Approval to sell, transfer and dispose off 100% shareholding held by the Company in Unitech Power Transmission Limited (wholly owned subsidiary), consisting of 5 crore fully paid-up equity shares of Rs. 10/- each (including 60 equity shares held jointly with certain subsidiaries of the Company), to Sterling and Wilson Private Limited at a sale consideration of INR 105 Crores and on such terms and conditions, as considered and approved by the Hon'ble Supreme Court of India in its order dated 15th February 2019 in Civil Appeal 10856 of 2016.		

Place :

Date :

_____
Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	**USER ID**	**PASSWORD**

Note: Please read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 A.M. on Tuesday, 16th July, 2019, and ends at 05:00 P.M. on Wednesday, 14th August, 2019.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Friday, 5th July, 2019. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self addressed reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The postage pre-paid self-addressed reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
9. Consent must be accorded by placing a tick mark in the column, `I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, `I/We dissent to the Resolution'. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
10. The votes of a Member will be considered invalid on any of the following grounds-
    a) If a form other than the Postal Ballot Form issued by the Company is used.
    b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
    c) If the Member's signature does not tally with the specimen signature with the Company.
    d) If the Member has marked his/her/its vote both for `Assent' and also for `Dissent' to the `Resolution' in such manner that the aggregate Equity Shares voted for `Assent' and `Dissent' exceeded total number of Shares held.
    e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
    f) If the Postal Ballot Form is incomplete and incorrectly filled.
    g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for `Assent' or `Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
    h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 05:00 P.M. on 14th August, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
14. The Scrutinizer will submit his report to the Chairman, after the completion of scrutiny, and the result of the voting by postal ballot/e-voting will be declared by the Chairman or any Director of the Company duly authorised, on or before 16th August, 2019 and will also be displayed at Registered office as well as Corporate office of the Company and its website www.unitechgroup.com besides being communicated to National Stock Exchange of India Limited, BSE Limited and NSDL.

Scrutinizer for conducting the Postal Ballot and e-voting process of Unitech Limited

Mr. Deepak Gupta
Practicing Company Secretary
C/O DR Associates
304, Padma Tower-II,
Rajendra Place,
New Delhi - 110 008
TeleFax: 011 – 45063990