# UNITECH LIMITED

unitech

CIN: L74899DL1971PLC009720
Regd. Office : Basement, 6, Community Centre, Saket, New Delhi - 110 017
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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.

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.

## 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.

# UNITECH LIMITED

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## 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.<br>(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.

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## 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 |
|---|---|---|
| | | |