UNITECH LIMITED

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

NOTICE OF 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the Members of the Company will be held on **Friday, 26th day of September, 2014, at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi-110030** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company which includes Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended on that date together with the reports of the Board of Directors and the Statutory Auditors thereon.

2. To appoint a Director in place of Ms. Minoti Bahri (DIN 00004530), who retires by rotation and, being eligible, offers herself 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 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 the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravinder Singhania (DIN 00006921), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years commencing from 1st April, 2014".

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 the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Bahadur (DIN 00032590), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years commencing from 1st April, 2014".

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

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Harish (DIN 00001685), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years commencing from 1st April, 2014".

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

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. G.R. Ambwani (DIN 00216484), an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years commencing from 1st April, 2014".

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

   "RESOLVED that in supersession of the earlier resolution passed by the Company through Postal Ballot on 7th December, 2007 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors which term include any Committee thereof, to mortgage and /or create charge on all the movable and immovable properties or such assets of the company wherever situated, present and future and/or with power

to enter upon and take possession of the assets of the company in certain events on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of Financial Institutions/ Banks/ Trustees/ Debenture holders/ Depositors/ Body Corporates to secure the Credit facilities both fund based and non fund based including term loans/ Debentures/ other loans to be availed by the Company or any other associate/ group Companies together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement or any other facility document to be entered with Financial Institutions/ Banks/ Trustees/ Debenture holders/ Depositors/ Body Corporates, in such manner as may be agreed to and thought expedient by the Board for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For Unitech Limited

Place: Gurgaon
Date: 13th August, 2014

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 VOTE ON A POLL 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 43rd 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. Proxies submitted on behalf of Corporate Members must be supported by appropriate resolutions, as per Section 113 of the Companies Act, 2013.
4. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of items no. 4 to 8 of the notice set out above are annexed herewith.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 6th September, 2014 to 12th September, 2014 (both days inclusive).
6. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
7. 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.
8. 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.
9. Details regarding 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.
10. 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.
11. 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.
12. 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.
13. Company is sending full annual report to the share holders having email Id registered with their DP or with RTA of the Company. However the statement containing the salient features of the Balance Sheet, Statement of Profit and Loss and Auditors' Report (Abridged Financial Statements) and other documents, is being sent to all other members, along with Abridged Consolidated Financial Statements. Any member interested in obtaining a copy of the full Annual Report, may write to the Company Secretary.
14. 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.

15. **Voting through electronic means:**

In compliance with provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The procedure and instructions for 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 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 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. (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (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 query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com

D. If you are already registered with NSDL for 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. The e-voting period commences on **18th September, 2014 (9:00 am) and ends on 20th September, 2014 (6:00 pm)**. During this period shareholders 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 be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

G. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. 1st August, 2014.

H. The Company has appointed an Independent Professional as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the e-voting period and before the closing of working hours on 22nd September, 2014 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Scrutinizer's decision on the validity of the vote shall be final and binding.

I. The Result shall be declared on or after the Annual General Meeting of the Company. The Result declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated 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, 2014

Deepak Jain
Company Secretary

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

Item 4 - 7

Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani are Independent Directors of the Company and have held the positions as such for more than 7 (seven) years.

It is proposed to appoint Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani as Independent Directors under Section 149 of the Companies Act, 2013 ('Act') to hold office for 5 (five) consecutive years w.e.f. 1st April, 2014.

Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani for the office of Independent Directors of the Company.

The Company has also received declarations from the aforesaid Directors 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. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani fulfill the conditions for appointment as Independent Directors as specified in the Act and the rules made thereunder. Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani are independent of the management.

Brief resume of the aforesaid Directors, nature of their expertise and name of companies in which they hold directorship and membership / Chairmanship of Board Committees and shareholding in the Company as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the notice.

Copy of the draft letters for respective appointments of Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani as Independent Directors setting out the terms and conditions are available for inspection by members 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.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani are interested in the resolutions set out respectively at Item Nos. 4 to 7 of the Notice with regard to their respective appointments.

The relatives of Mr. Ravinder Singhania, Mr. Sanjay Bahadur, Mr. Anil Harish and Mr. G.R. Ambwani may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 to 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 these resolutions.

The Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 4 to 7 of the Notice for approval by the members.

Item 8

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to mortgage and /or create charge on all the immovable and movable properties or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/ Banks/ Trustees/ Debenture holders/ Depositors/ Body Corporates for availing terms loans/other secured borrowings is regarded as disposal of the company's properties/ undertakings, it is necessary for the members to pass the resolution under Section 180(1)(a) of the Companies Act, 2013 by way of special resolution. The members of the Company through Postal Ballot on 7th December, 2007 authorised the Board of Directors of the company to mortgage/ charge properties of the company under then applicable Section 293(1)(a) of the Companies Act, 1956. As required by provisions of Section 180(1)(a) of the Companies Act, 2013, it is considered desirable to authorise the Board of Directors of the Company to mortgage and /or create charge on all the immovable and movable properties or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out at Item no. 8 of the Notice for approval by the members.

By Order of the Board of Directors
For Unitech Limited

Place: Gurgaon
Date: 13th August, 2014

Deepak Jain
Company Secretary

Details of Directors Proposed to be Appointed/Re-Appointed at 43rd Annual General Meeting

Name	Brief Profile	Shareholding as at 31st March, 2014	Chairman/Director of other Companies	Chairman/Member of Committee of Board of Companies of which he/she is a Director
Ms. Minoti Bahri (DIN 00004530)	Ms. Minoti Bahri, 47, has been instrumental in the expansion of the Club business of Unitech Ltd and has been a teacher at Mirambika - New Delhi and also associated with various NGOs working in the areas of self-development and counseling. She is the Managing Director of Unitech Country Club Ltd and Founder, Managing Trustee of Shikshantar School, Gurgaon. She has rich experience of around 25 years.	8290900	1. Unitech Country Club Ltd. 2. Indrus Countertrade Pvt. Ltd. 3. Unitech Pioneer Recreation Ltd. 4. R.V. Techno Investments Pvt. Ltd. 5. Unitech Pioneer Nirvana Recreation Pvt. Ltd. 6. Greenwood Hospitality Pvt. Ltd. 7. Elemental Properties Pvt. Ltd.	**Chairperson - Shareholders and Investors Grievance Committee** 1. Unitech Ltd.
Mr. G.R. Ambwani (DIN 00216484)	Mr. G.R. Ambwani, 78, is a Bachelor in Civil Engineering from the Indian Institute of Technology, Kharagpur. He has rich experience of around 41 years in real estate and construction management.	2000	1. New Era Properties Pvt. Ltd. 2. Kanishka Impex Pvt. Ltd.	**Chairman - Audit Committee** 1. Unitech Ltd.
Mr. Ravinder Singhania (DIN 00006921)	Mr. Ravinder Singhania, 45, is a law graduate and has been identified as one of the most highly-acclaimed legal experts in Asia-Pacific in Corporate Sector. He is Managing Partner of Rajani, Singhania & Partners LLP with more than 20 years experience in international arena.	-	1. NI Systems (India) Pvt. Ltd. 2. ABS Professional Services (India) Pvt. Ltd. 3. Capital IQ Information systems (India) Pvt. Ltd. 4. ABS Quality Evaluations Pvt. Ltd. 5. CRISIL Ltd. 6. ABS Industrial Verification (India) Pvt. Ltd. 7. Assets Care & Reconstruction Enterprise Ltd. 8. Stahl Crane System (India) Pvt. Ltd. 9. CRISIL Risk and Infrastructure Solutions Ltd. 10. McGraw Hill Educational Services India Pvt. Ltd. 11. McGraw Hill Education (India) Pvt. Ltd. 12. Haveford Farms Pvt. Ltd. 13. Haveford BPO Pvt. Ltd. 14. Haveford Dairies Pvt. Ltd. 15. Haveford Agency Pvt. Ltd.	**Member - Audit Committee** 1. Unitech Ltd. 2. Assets Care & Reconstruction Enterprise Ltd.

Contd.

Name	Brief Profile	Shareholding as at 31st March, 2014	Chairman/Director of other Companies	Chairman/Member of Committee of Board of Companies of which he/she is a Director
Mr.Anil Harish (DIN 00001685)	Mr. Anil Harish, 60, holds a Master of Law Degree from University of Miami, USA and is an advocate with specialization in the field of Corporate Law, Joint Ventures and Collaborations, Property matters, Mergers and Acquisitions, Demergers, LLPs, Taxation, Arbitration, Exchange Control, Foreign Investments, Trusts and Wills.	96460	1. Trans Atlantic Trading Pvt. Ltd. 2. Helpyourngo.Com India Pvt. Ltd. 3. Valecha Engineering Ltd. 4. Freight Connection India Pvt. Ltd. 5. Hinduja Ventures Ltd. 6. Advani Hotels & Resorts (India) Ltd. 7. Hotel Leelaventure Ltd. 8. Mukta Arts Ltd. 9. Cenmar Maritime Agencies (India) Pvt. Ltd. 10. Future Retail Ltd. 11. Mahindra Lifespace Developers Ltd. 12. Ador Welding Ltd. 13. Hinduja Global Solutions Ltd. 14. Mordril Properties (P) Ltd. 15. Future Consumer Enterprise Ltd. 16. Oasis Pre Print Services Pvt. Ltd. 17. Astoria Maritime Pvt. Ltd. 18. Oberoi Realty Ltd. 19. Ashok Leyland Ltd. 20. Hinduja Leyland Finance Ltd.	**Chairman - Audit Committee** 1. Hinduja Ventures Ltd. 2. Ador Welding Ltd. 3. Hinduja Global Solutions Ltd. 4. Ashok Leyland Ltd. **Member - Audit Committee** 1. Unitech Ltd. 2. Valecha Engineering Ltd. 3. Hotel Leelaventure Ltd. 4. Mahindra Lifespace Developers Ltd. 5. Future Consumer Enterprise Ltd. 6. Oberoi Realty Ltd.
Mr. Sanjay Bahadur (DIN 00032590)	Mr. Sanjay Bahadur, 51, is a Bachelor in Civil Engineering from Delhi College of Engineering. He has a rich experience of 29 years in the Construction Industry.	20000	1. Dr. Fixit Institute of Structural Protection & Rehabilitation 2. Just Dial Ltd. 3. NRCA Roofing India Pvt. Ltd. 4. Building Envelope Systems India Ltd. 5. Percept Waterproofing Services Ltd.	**Member - Audit Committee** 1. Unitech Ltd.

UNITECH LIMITED

unitech

CIN No. 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

ATTENDANCE SLIP

43rd ANNUAL GENERAL MEETING - 26th September, 2014

Name of the Member(s)
(In Block Letters)

Name of Proxy, If any
(In case Proxy attends the meeting in place of member)

DP ID/Client ID/Folio No.*

No. of Shares held

I/We hereby record my / our presence at the 43rd Annual General Meeting of the Company to be held on Friday, the 26th day of September, 2014 at the Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi – 110030.

**Applicable in case of shares held in physical form .*

Signature of the Member(s) ..... Signature of the 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. 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.
3. The e-voting period commences on **18th September, 2014 (9:00 am) and ends on 20th September, 2014 (6:00 pm).**
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 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

43rd ANNUAL GENERAL MEETING - 26th SEPTEMBER, 2014

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 43rd Annual General Meeting of the Company to be held on Friday, the 26th day of September, 2014 at 11.00 a.m. at the Tivoli Garden Resort Hotel, Chhattarpur Hills, Mehrauli, New Delhi - 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31st March 2014.
2	Re-appointment of Ms. Minoti Bahri as Director, retires by rotation.
3	Appointment of M/s Goel Garg & Co., Chartered Accountants, as Statutory Auditors.
	Special Business
4	Appointment of Mr. Ravinder Singhania as an Independent Director.
5	Appointment of Mr. Sanjay Bahadur as an Independent Director.
6	Appointment of Mr. Anil Harish as an Independent Director.
7	Appointment of Mr. G. R. Ambwani as an Independent Director.
8	Approval for mortgage and/or create charge or otherwise dispose off the undertaking of the Company. (Special Resolution)

Signed this _____ day of _____ 2014.

AFFIX REVENUE STAMP

_____ _____

Signature of the Shareholder **Signature of Proxy holder(s)**

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.