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UIL/BSE/2015-16/001

20th May, 2015.

To
Asst. Vice President –Corporate Relation Department,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051
Fax: 2659 8237/38
2659 8347/48

Dear Sir,

Subject: Extra-Ordinary General Meeting scheduled to be held on 25.05.2015

Please find enclosed here with three hard copies of Notice calling Extra-ordinary General Meeting on 25th May, 2015.

This is for your reference and record.

Thanking you
For **Unity Infraprojects Limited**


Prakash Chavan
Group Company Secretary and Head- Legal

GROUP OF COMPANIES
Building a better world



INFRAPROJECTS LIMITED

NOTICE

FOR EXTRA - ORDINARY GENERAL MEETING

CERTIFIED TRUE COPY

For Unity Infraprojects Limited

A handwritten signature in blue ink, appearing to read "Prakash B. Chavan", written over a horizontal line.

Prakash B. Chavan
Group Company Secretary & Head - Legal

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Unity Infraprojects Limited will be held on Monday, the 25th day of May, 2015 at 3.00 p.m. at Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Old Prabhadevi Road, Mumbai-400025 to transact the following businesses:

SPECIAL BUSINESS:

1. Issue of Equity Shares to CDR Lenders on Preferential basis on conversion of Interest on Funded Interest Term Loan (FITL):

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

"RESOLVED THAT in super cession of the earlier resolution passed at the extra-ordinary general meeting held on 28/02/2015 in this regard and in accordance with the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof and provisions of the Listing Agreement entered with stock exchange(s), and the Memorandum and Articles of Association of the Company, and subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other regulations/guidelines issued by the SEBI and approval of Reserve Bank of India, FIPB or any other applicable laws, if any, prescribed by any relevant authorities from time to time to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee thereof for the time being exercising the power conferred on the Board, by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded for granting right to the CDR Lenders, lenders of the Company ("the CDR Lenders") to convert into equity (i) Interest in FITL-I (pertaining to TL interest) (ii) Interest of FITL-II (pertaining to WCTL interest) for 27 months from cut-off date i.e. 01/01/2016 till 31/03/2016 and (iii) Interest on FITL-III (pertaining to FBWC interest) for 18 months from cut-off date i.e. 01/01/2014 till 30/06/2015 aggregating to Rs. 18,73,00,000/- (Rupees Eighteen crores seventy three lacs only) as mentioned in the explanatory statement annexed thereto, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board to issue / offer and allot not more than 36,08,738 (excluding fraction, if any) fully paid-up equity Shares of Rs. 2/- each at a price of Rs. 27.52 per share (including a premium of Rs. 25.52 per share) determined in accordance with ICDR Regulations, aggregating to Rs. 9,93,12,470/- (Rupees Nine crores ninety three lacs twelve thousand four hundred seventy only) to the CDR Lenders upon the

respective date for compulsory on conversion of Interest on Funded Interest Term Loan (FITL) as per the conditions of the Corporate Debts Restructuring -Letter of Approval ("CDR LOA") approved by the Corporate Debts Restructuring Empowered Group ("CDR EG"), at its meeting held on 16/12/2014 and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide Letter of Approval dated 26/12/2014 bearing reference number BY.CDR(PMJ)/No. 662/2014-15.

RESOLVED FURTHER THAT the 'Relevant Date' for determining the price for the equity shares to be allotted to CDR Lenders shall be the date of approval of the CDR package being 26/12/2014.

RESOLVED FURTHER THAT the Equity Shares so allotted and issued to CDR Lenders shall rank pari passu with the existing Equity Shares of the Company in all respect, inter alia, the dividends and other distributions declared in respect of the Equity Share Capital of the Company and the equity shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations..

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the equity shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of existing lenders of the Company) and as may be agreed by the Board and to settle any question, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the 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 be and is hereby authorised to delegate all or any of the powers conferred to any Committee of Directors or officers to give effect to this resolution."

2. Issue of further Equity Shares of the Company to Promoters/Promoters' Group on Preferential basis against conversion of unsecured loan as a part of Corporate Debts Restructuring Scheme.

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

"RESOLVED THAT in super cession of the earlier resolution passed at the extra-ordinary general meeting held on 28/02/2015 in this regard and pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company Listing Agreement entered into by the Company with National Stock Exchange of India Limited and Bombay Stock Exchange Limited where the equity shares of the Company are listed and, any other rules/regulations/ guidelines, notifications, circulars, and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (hereinafter referred to as "SEBI") including chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "ICDR Regulations") the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time (the "Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consent as may be required from any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), Corporate Debts Restructuring Empowered Group (CDR EG), the Reserve Bank of India ("RBI"), the Government of India etc.) if any and all such approvals, which may be

agreed to by the Board of Directors (hereinafter referred to as the "Board") which term shall be deemed to include any 'Committee' which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and in furtherance to the Scheme of Corporate Debts Restructuring (the CDR Package) by and between the Company and the Lenders of the Company whose loans are being restructured (the "CDR Lenders") pursuant to the CDR Package under the Corporate Debts Restructuring Scheme issued by the RBI and the Corporate Debts Restructuring Guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG"), at its meeting held on 16/12/2014, and communicated to the CDR Lenders by the Corporate Debt Restructuring Cell (the "CDR Cell") vide Letter of Approval dated 26/12/2014 bearing reference number BY.CDR(PMJ)/No. 662/2014-15 (the "CDR LOA") and any modifications to the terms thereof as approved by the CDR Lenders and the Company, the consent of the Company and as per Master Restructuring Agreement ("MRA") entered between the Company and CDR Lenders on 30/12/2014 the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches upto 2,64,20,784 (excluding fraction, if any) (Two crores sixty four lakhs twenty thousand seven hundred eighty four only) number of fully paid-up equity Shares of the Company having face value of Rs. 2/- each (Rupees Two only) for cash at a price of Rs.27.52 per share (including a premium of Rs. 25.52 per share) (as the price calculated in accordance with Regulations for Preferential Issue under SEBI (ICDR) Regulations, against the Promoters contribution brought in the form of unsecured loans of Rs. 72,71,00,000/- (Rupees Seventy two crores seventy one lakhs only) as per the CDR package by way of preferential allotment in one or more tranches to Avarsekar And Sons Private Limited, and/or to any other person/entity of Promoters' group in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in accordance with the SEBI (ICDR) Regulations, the 'Relevant Date' for arriving the issue price of the equity shares to be allotted is 26/12/2014 (i.e. the date on which letter of approval communicated to the CDR Lenders by the Corporate Debt Restructuring Cell (the "CDR Cell") vide Letter of Approval dated 26/12/2014 bearing reference number BY.CDR(PMJ)/No. 662/2014-15 (the "CDR LOA").

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provision of the Memorandum and Articles of Association of the Company and the said Equity Shares shall rank pari passu in all respect with the existing Equity Shares of the Company, including payment of dividend, if any, and other corporate benefits, if any, for the financial year in which the issue/offer/allotment has been made and subsequent years and shall have the same voting rights as the existing Equity Shares.

RESOLVED FURTHER THAT the Company do apply for listing of the above issued securities with the Stock Exchanges on which the existing equity shares of the Company are listed and also make necessary applications with the Depositories for admission of the said Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution(s), and matters flowing therefrom, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable or expedient to the issue/offer or allotment of the aforesaid equity shares, listing thereof with the stock exchange(s) and to resolve and settle all questions difficulties or doubts that may arise in the proposed issue/offer including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds, things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent /approval by the members shall be deemed to have been given thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Directors or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions including to execute any documents on behalf of the Company and to represent the Company before any governmental authorities, and to appoint any professional advisors/consultants/lawyers."

3. Adoption of new set of Articles of Association of the Company pursuant to Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, the companies Act, 2013 read with the Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for inspection at the registered office of the Company and on the Company's website, be and is hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deed, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors of the Company or to any Directors of the Company or any other Officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

By Order of the Board of Directors
Prakash Chavan
Group Company Secretary and Head- Legal

Registered office:
1252, Pushpanjali, Old Prabhadevi Road,
Prabhadevi, Mumbai - 400025.
Place: Mumbai
Date: 28/03/2015

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the business as set out in Item nos. 1 to 4 of the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on the Extra-ordinary General Meeting.
4. Members are requested to notify immediately any change of their address:
 - a) To their Depository Participant (DPs) in respect of their electronic shares account, and
 - b) to the Company at its Registered Office address or Link Intime (India) Private Limited, the Registrar and Transfer Agent of the Company at C-13, Pannalal Silk Mills, Compound, LBS Marg, Bhandup (West), Mumbai- 400078, India Tel: +91-22-25963838, Fax: +91-22-25946969, in respect of their physical shares, if any, quoting their folio nos.
5. Members are requested to bring their copy of the Notice to the Meeting and produce the Attendance Slip at the entrance where the Extra-ordinary General Meeting will be held.
6. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's R & TA at the aforesaid address.
7. The Members whose IDs are registered with the Company for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, are being sent Notice of Extra-ordinary General Meeting by e-mail and others are sent by post.
8. The Company is also additionally providing its members the facility of E-voting to enable members to cast their votes electronically and separate instructions have been given for members desirous of voting through this facility.
 - i. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The e-voting link will be <https://www.evoting.nsdl.com> in during the following voting period:
 Remote e-voting start date and time (from) -
 IST 9.00 a.m. of 20/05/2015
 Remote e-voting end date and time (till) -
 IST 5.00 p.m. of 24/05/2015
 During the voting period, shareholders of the Company, holding shares either in physical form or

in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is 18th May, 2015.

- ii. The login ID and password of e-voting along with process, manner and instrument s for e-voting are being sent simultaneously to the members who have not registered their e-mail IDs with the Company. Those members who have registered their e-mails IDs with the Company/their respective Depository Participant are being forwarded the login ID and password for e-voting along with process, manner and instructions by email by NSDL. The Communiqué of e-voting login ID and password containing process, manner and instructions forms integral part of the notice.
- iii. Member should cast their votes either by remaining present at the Extra-ordinary General Meeting or through e-voting facility. In case the member votes through e-voting and also physically at the meeting, then votes cast through e-voting shall be only taken into consideration and treated valid.
- iv. The Company has appointed Ms Snehal Raikar Practicing Company Secretary, as scrutinizer ('the Scrutinizer') for conducting the e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner.
- v. The Result shall be declared on the date of Annual general Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.unityinfra.com and on the website of NSDL within 3 days of passing the resolution s at the Extra-ordinary General Meeting of the Company and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors
Prakash Chavan
Group Company Secretary and Head- Legal

Registered office:
 1252, Pushpanjali, Old Prabhadevi Road,
 Prabhadevi, Mumbai - 400025.
 Place: Mumbai
 Date: 28/03/2015

NOTICE

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item Nos. 1:

As per the Letter of Approval dated December 26, 2014 bearing reference number BY.CDR(PMJ)/No. 662/2014-15 and the Master Restructuring Agreement dated 30th December, 2014 ("MRA") executed by the Company with the CDR Lenders, Conversion of future interest into equity shares of the Company for the restructured facilities is in the following manner:

(i) Conversion of future interest into equity:

Interest on Term Loans and WCTL for 27 months from cut-off date i.e. 01/01/2014 till 31/03/2016 & interest on existing Fund Based Working Capital for 18 months from Cut-off Date i.e. January 1, 2014 till June 30, 2015 amounting to Rs. 525.55 crore is proposed to be funded and built up into Funded Interest Term Loan.

	From Date (COD)	To Date	Months
FITL-I (on TL)	01-01-2014	31-03-2016	27
FITL-II (on WCTL)	01-01-2014	31-03-2016	27
FITL-III (on FBWC)	01-01-2014	30-06-2015	18

(ii) Conversion of Interest into Equity:

Interest on FITL-I (pertaining to TL interest), FITL-II (pertaining to WCTL interest) and on FITL-III (pertaining to FBWC interest), as below shall be converted into equity as per the prevailing regulatory guidelines, at the end of each calendar quarter.

Year	FY-14	FY-15	FY-16	Total
Interest on FITL (Rs. In Cr.)	0.49	18.24	45.52	64.25

The actual amount of interest on FITL-I (pertaining to TL interest), FITL-II (pertaining to WCTL interest) and on FITL-III (pertaining to FBWC interest), as on 28/02/2015 (due and payable during the financial year 2013-14 and 2014-15) as mentioned against the name of concerned CDR Lender here below is being converted into equity shares of the Company:

(Amount in Rs.)

Sr. No.	CDR Lenders	Aggregate Interest on FITL to be converted in equity as on 28/2/2015
1	State Bank of India	1,27,41,335.93
2	State Bank of Patiala	34,44,389.77
3	State Bank of Mysore	9,13,213.00
4	Corporation Bank	46,50,311.00
5	Central Bank of India	2,29,29,321.00
6	Indian Bank	17,71,770.00
7	Bank of Baroda	40,21,978.00
8	Allahabad Bank	39,56,735.00
9	Bank of Maharashtra	85,77,997.00
10	Dena Bank	37,40,071.00
11	Union Bank of India	20,03,768.00
12	ICICI Bank	1,71,63,061.62
13	IDBI Bank	31,00,005.00
14	AXIS Bank	11,11,266.00
15	Indus-Ind Bank	24,50,052.00
16	ING Vysya Bank	16,60,380.00
17	Catholic Syrian Bank	50,77,032.00
	Grand Total	9,93,12,686.32

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 1 as Special resolution for your approval.

None of the Directors, Key managerial Personnel (KMP) or Manager or their relatives are concerned or interested in the above resolution.

Item Nos. 2:

As per the Letter of Approval dated 26/12/2014 bearing reference number BY.CDR(PMJ)/No. 662/2014-15 and the Master Restructuring Agreement dated 30/12/2014 ("MRA") executed by the Company with the CDR Lenders, the Promoters Contribution works out to Rs. 72.71 Crore i.e. 25.00% of lenders' sacrifice and 2.43% of restructured debt. Out of this, Rs. 59.79 Crore (20.13% of Lender's Sacrifice or 2% of restructure debt whichever is higher) shall be brought by promoters on or before the implementation of the package & Rs. 12.92 Crore shall be brought on or before 31/03/2015. The Promoter's Contribution shall be brought by way of borrowings from friends & relatives or monetisation of personal assets of promoters.

Avarsekar And Sons Private Limited, a Promoter Group Company, had brought in the Promoters contribution aggregating Rs. 72,71,00,000 (Rupees Seventy two crores seventy one lakhs only). 2,64,20,784 (excluding fraction, if any) fully paid-up Equity Shares of Rs. 2/- each at a price of Rs. 25.52 per share (including a premium of Rs. 25.52 per share) determined in accordance with SEBI pricing formula be allotted by way of preferential allotment in one or more tranches in such manner and on such other terms and conditions.

The Equity Shares so allotted and issued to the promoters shall rank pari passu with the existing Equity Shares of the Company in all respects, inter alia, the dividends and other distributions declared in respect of the equity shares capital of the Company.

Other terms relating to issue of Equity Shares :

- Interest on FITL-I (pertaining to TL interest), FITL-II (pertaining to WCTL interest) and on FITL-III (pertaining to FBWC interest), shall be converted into equity as per the prevailing regulatory guidelines.
- The Equity shares shall be issued to Promoters against the Promoters Contribution as unsecured loan and have been parked in Share Application Money till the date of allotment of shares.
- The Equity shares shall rank pari passu with the then existing equity shares of the Company.
- The Equity shares issued to Promoters and CDR Lenders shall be in locked-in for a period of one year from the date of allotment.

The disclosures required pursuant to Regulation 73 of the SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 as amended from time to time (the "ICDR Regulations") are as follows:

- Objects of the Preferential Issue:**
The object of the preferential issue is to comply with the CDR Package of the Company by allotment of equity shares of the Company to the CDR Lenders and Promoters pursuant conversion of future interest into equity shares and contribution brought in by the Promoters of the Company as envisaged in the CDR LOA and the MRA.
- Proposal of the Promoters, directors or key management personnel of the issuer to subscribe to the offer:**
None of the promoters, directors or key management person intends to subscribe to the proposed preferential offer other than mandatory contribution to be brought in by the Promoters.
- Shareholding Pattern before and after the preferential issue:**
The shareholding pattern of the Company before and after the preferential issue is provided on next page:
The pre-allotment shareholding has been given on the basis of data available as on 01/05/2015. Further, the aforesaid post-allotment shareholding details have been provided conversion of the interest on FITL as on 28/02/2015 and issue of shares to Promoters against the entire contribution brought in by them.

(Table for Point C)

However, the actual conversion shall be dependent on the extent of conversion rights exercised by each CDR Lender.

d) Time within which the preferential issue shall be completed:

As provided in Regulation 41(1) of ICDR Regulations, the requirement of allotment within fifteen (15) days shall not apply to allotments on preferential basis pursuant to a scheme of CDR specified by the Reserve bank of India.

e) Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issue consequent to the preferential issue upto 30/04/2015:

Sr. No.	Category of Shareholder	Pre-allotment		Post-allotment	
		No. of shares	Paid-up capital %	No. of shares	Paid-up capital %
A	Promoter & Promoter Group	46464500	62.72	72885284	70.00
B	Public Shareholding:				
	Bodies Corporate	5122032	6.91	5122032	4.92
	Financial Institutions	4551828	6.15	4551828	4.38
	FIs	25355	0.03	25355	0.02
	Insurance Companies	-	-	-	-
	Mutual Fund	-	-	-	-
	Banks	140255	0.18	37,48,993	3.61
	Foreign Nationals	-	-	-	-
	NRIs (Repat)	663459	0.90	663459	0.63
	NRIs (Non-Repat)	213233	0.29	213233	0.20
	Overseas Bodies Corporate	-	-	-	-
	Trust	-	-	-	-
	Public	16906718	22.82	16906718	16.24
	Sub-total (B)	27622880	37.28	31231618	30.00
	TOTAL	74087380	100.00	104116902	100.00

Sr. No.	Name of the Allottee	Category of the allottee as per Clause 35 of the Listing Agreement	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Avarsekar & Sons Pvt. Ltd. Pushpanjali Apts, Old Prabhadevi Rd, Prabhadevi, Mumbai- 25	A) Promoter & promoter Group 1) Indian - Bodies Corporate	AAACA4241N	2,17,46,500	29.35	2,64,20,784	4,81,67,284	46.262
2	State Bank of India Shivsagar Est. 1 st Flr, Worli, P.B. No. 9934, Mumbai-18	B) Public Shareholding 1) Institution - Financial/Bank	AAAGS5577K	-	-	4,62,984	4,62,984	0.444
3	State Bank of Patiala – HO The Mall, Patiala - 147 001.	B) Public Shareholding 1) Institution - Financial/Bank	AACCS0143D	-	-	1,25,159	1,25,159	0.120
4	State Bank of Mysore - HO PB No - 9727, K. G. Rd., Bangalore - 09	B) Public Shareholding 1) Institution - Financial/Bank	AACCS0155P	-	-	33,183	33,183	0.031
5	Corporation Bank - Zonal Off., 28, Mittal Chambers, 2 nd flr., Nariman Pt, Mumbai - 21	B) Public Shareholding 1) Institution - Financial/Bank	AAACC7245E	-	-	1,68,979	1,68,979	0.162
6	Central Bank of India. 14th Flr., Chander Mukhi, Nariman Pt., Mumbai - 21	B) Public Shareholding 1) Institution - Financial/Bank	AAACC2498P	1,40,255	0.189	8,33,187	9,73,442	0.934
7	Indian Bank, Corp. Office, 1 st Flr, 254-260, Awai Shanmugam Salai, Royapettah, Chennai - 14	B) Public Shareholding 1) Institution - Financial/Bank	AAACI1607G	-	-	64,381	64,381	0.061
8	Bank of Baroda Baroda Corp. Centre, 6th flr., C-26, G Block, BKC, Bandra (E) Mumbai - 51	B) Public Shareholding 1) Institution - Financial/Bank	AAACB1534F	-	-	1,46,147	1,46,147	0.140
9	Allahabad Bank – HO, CDR Cell, 2, Netaji Subhash Road, Kolkata- 1.	B) Public Shareholding 1) Institution - Financial/Bank	AACCA8464F	-	-	1,43,776	1,43,776	0.140
10	Bank of Maharashtra, Credit Dept, Central Off, Lokmangal, 1501, Shivajinagar, Pune-5	B) Public Shareholding 1) Institution - Financial/Bank	AACCB0774B	-	-	3,11,700	3,11,700	0.299
11	Dena Bank, Dena Corp. Centre, 6 th Floor, C-10, G-Block, BKC, Bandra (E), Mumbai - 51	B) Public Shareholding 1) Institution - Financial/Bank	AAACD4249B	-	-	1,35,903	1,35,903	0.130

NOTICE

12	Union Bank of India, Union Bank Bhavan, 14 th Flr, 239, Vidhan Bhavan Mg, Nariman Pt, Mumbai-21.	B) Public Shareholding 1) Institution - Financial/Bank	AAACU0564G	-	-	72,811	72,811	0.069
13	ICICI Bank Ltd., ICICI Bank Towers, 6 th flr, North Tower, BKC, Mumbai - 51	B) Public Shareholding 1) Institution - Financial/Bank	AAACI1195H			6,23,657	6,23,657	0.598
14	IDBI Bank Ltd., IDBI Towers, Cuffe Parade, Mumbai - 5	B) Public Shareholding 1) Institution - Financial/Bank	AACBI8842G	-	-	1,12,645	1,12,645	0.108
15	Axis Bank Ltd., Corp. Office, 8 th flr, Stressed Assets Dept, Bombay Dying Mills Comp., PB Marg, Worli, Mumbai - 25.	B) Public Shareholding 1) Institution - Financial/Bank	AAACU2414K			40,380	40,380	0.038
16	IndusInd Bank, 711, Solitaire Corp.Park, 167, Guru Hargovindji Marg, Andheri (E), Mumbai-93	B) Public Shareholding 1) Institution - Financial/Bank	AAACI1314G	-	-	89,028	89,028	0.085
17	ING Vysya Bank, ING Vysya House, 22, M.G. Road, Bangalore - 1.	B) Public Shareholding 1) Institution - Financial/Bank	AABCT0529M	-	-	60,333	60,333	0.057
18	Catholic Syrian Bank Ltd., Industrial Finance Br., 53, East & West Bldg, Mumbai Samachar Marg, Opp. BSE, Fort, Mumbai - 23.	B) Public Shareholding 1) Institution - Financial/Bank	AABCT0024D	-	-	1,84,485	1,84,485	0.177

(e) (ii) ULTIMATE BENEFICIAL OWNER

Sr. No.	Name of the Allottee	Category of the allottee as per Clause 35 of the Listing Agreement	Natural Persons, who are ultimate beneficial owner	Remark
1	Avarsekar & Sons Pvt. Ltd.	Promoter Group Company	Shareholding Pattern of ASPL is given hereunder.#	
2	State Bank of India	Non- Promoter	N.A.	Exempted as per CDR Regulations
3	State Bank of Patiala,	Non- Promoter	N.A.	Exempted as per CDR Regulations
4	State Bank of Mysore,	Non- Promoter	N.A.	Exempted as per CDR Regulations
5	Corporation Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
6	Central Bank of India,,	Non- Promoter	N.A.	Exempted as per CDR Regulations
7	Indian Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
8	Bank of Baroda,	Non- Promoter	N.A.	Exempted as per CDR Regulations
9	Allahabad Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
10	Bank of Maharashtra,	Non- Promoter	N.A.	Exempted as per CDR Regulations
11	Dena Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
12	Union Bank of India,	Non- Promoter	N.A.	Exempted as per CDR Regulations
13	ICICI Bank Ltd.,	Non- Promoter	N.A.	Exempted as per CDR Regulations
14	IDBI Bank Ltd.,	Non- Promoter	N.A.	Exempted as per CDR Regulations
15	Axis Bank Ltd.,	Non- Promoter	N.A.	Exempted as per CDR Regulations
16	IndusInd Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
17	ING Vysya Bank,	Non- Promoter	N.A.	Exempted as per CDR Regulations
18	Catholic Syrian Bank Ltd.,	Non- Promoter	N.A.	Exempted as per CDR Regulations

#SHAREHOLDING PATTERN of Avarsekar and Sons Private Limited

Sr. No.	Name of the Shareholders	No of shares	% of holding to Capital
1	Mr. Kishore Krishnarao Avarsekar	302300	46.51
2	Mrs. Pushpa Kishore Avarsekar	260200	40.03
3	Mr. Abhijit Kishore Avarsekar	50500	7.77
4	Mr. Ashish Kishore Avarsekar	37000	5.69
	Total	650000	100.00

The aforesaid details have been provided assuming full conversion of the interest on FITL as on 28/02/2015, in respect of the CDR Lenders listed as above and issue of shares to Promoters against the entire contribution brought in by them. The proposed allottees CDR Lenders are not part of the promoter group and hence allotment of equity shares may result in change in control of the Company.

- f) **Undertaking by the Company: the same is not applicable to the present issue; the issue is being made in accordance with the Terms of CDR Scheme.**

- g) **Certificate from Statutory Auditors:**
M/s Snehal Raikar & Co., Company Secretary in practice has certified that the issue of securities is being made in accordance with SEBI ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days (except Saturdays, Sundays and holidays) up to the date of announcement of the result in Extra-ordinary General Meeting.

- h) **Pricing of the Issue and Relevant Date:**
The issue price at which the Equity shares proposed to be issued to the promoters/ promoters' group has been determined in accordance with Chapter VII of the ICDR Regulations.
The 'relevant date' for the purpose of pricing of Equity shares is 26/12/2014 (i.e. letter of the approval ("CDR LOA") approved by the Corporate Debts Restructuring Empowered Group ("CDR EG"), at its meeting held on 16/12/2014, and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") in compliance with the terms and conditions of the CDR Package.
The Equity Shares of Rs.2/- each will be issued at a price of Rs.27.52 as the price arrived in accordance with the said Regulations for Preferential Issue is higher than the face value of the equity shares of the Company.

- i) **Change of Management**
The aforesaid preferential allotment of Equity shares would not result in any change in control over the Company or the Management of the affairs of the Company and the existing promoters/promoters' group of the Company will continue to be in control of the Company. The shareholding of the promoters' group will change as disclosed above.

- j) **Lock-in Period:**
The Equity Shares proposed to be allotted shall be subject to 'lock-in' for a period of 1 (One) year as per Regulations 78(4) of the SEBI (ICDR) Regulations, 2009.
Further the entire pre preferential allotment

shareholding of such allottees shall be under lock-in as per the said regulations.

- k) **Exemption from making a public announcement:**

The aforesaid preferential allotment of Equity shares which is being made in pursuance of the approved CDR Scheme and authorized by the shareholders by passing special Resolution in the Extra-ordinary General Meeting shall be exempted from making a public announcement for an open offer under Regulation 10(2) of SEBI (SAST) Regulations, 2011.

None of the Directors, Key managerial Personnel (KMP) or Manger or their relatives are concerned or interested in this resolution except Mr. Kishore K Avarsekar and Mr. Abhijit K Avarsekar who are Directors and shareholders of Avarsekar and Sons Private Limited. Promoter Company is also concerned or interested in the above resolution to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of above Special Resolution as set out in the Notice.

Item No. 3.

The existing Articles of association ("AOA") are based on the Companies Act, 2013 and several regulations in the existing AOA contain references to specific section of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act, which set out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain silent provisions in the new draft of AOA of the Company viz;

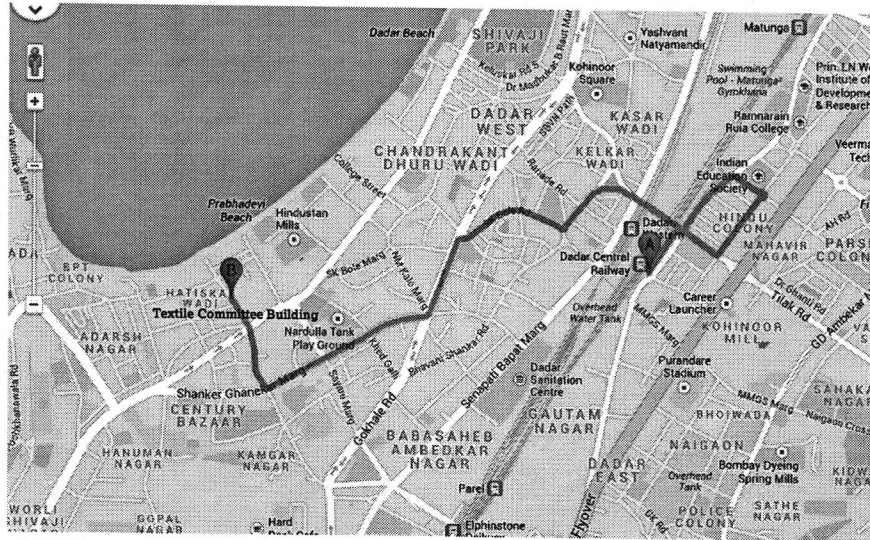
- (a) Existing definitions have been aligned with the Act;
- (b) new provisions relating to appointment of chief executive officer, and chief financial officer, in addition to manager and company secretary;
- (c) new provisions relating to appointment of a person as Chairperson and managing Director or Chief Executive Officer;
- (d) existing articles have been streamlined and aligned with the act;
- (e) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders. The proposed new draft AOA is also available for inspection at the Registered office on all working days between 11.00 Hrs to 16.00 Hrs. upto the date of declaration of the result of voting at the Extra-Ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution. The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in item No. 3 of the accompanying Notice for approval of the Members at the Extra-ordinary General Meeting.

By Order of the Board of Directors
Prakash Chavan
Group Company Secretary and Head- Legal

Registered office:
1252, Pushpanjali, Old Prabhadevi Road,
Prabhadevi, Mumbai - 400025.
Place: Mumbai
Date: 28/03/2015



Extra - Ordinary General Meeting

Date : 25/05/2015

Time : 3:00 PM

Venue : Textile Committee Auditorium, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400025

Unity Infraprojects Limited

Regd. Office: 1252, Pushpanjali, Old Prabhadevi Road, Prabhadevi, Mumbai - 400025

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain an additional Slip at the venue of the meeting

Full Name of the Member attending
(IN BLOCK LETTERS): _____

Full Name of the Proxy

(IN BLOCK LETTERS): _____

(To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the EXTRA - ORDINARY GENERAL MEETING of the Company at Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Old Prabhadevi Road, Mumbai-400025 on Monday, 25th May, 2015, at 3.00p.m.

Signed this _____ day of _____ 2015.

Ledger Folio No. _____

DP ID* _____

CLIENTID* _____

No. of shares held _____

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form

Unity Infraprojects Limited

Regd. Office: 1252, Pushpanjali, Old Prabhadevi Road, Prabhadevi, Mumbai - 400025

PROXY FORM

I/We _____ being a member of Unity
Infraprojects Limited, hereby appoint _____ of
_____ or failing him / her _____

as my/our proxy to attend and vote for me on my behalf at the EXTRA - ORDINARY GENERAL MEETING of the Company at Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Old Prabhadevi Road, Mumbai-400025 on Monday, 25th May, 2015, at 3.00p.m. and at any adjournment thereof.

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Issue of Equity Shares to CDR Lenders on Preferential basis on conversion of Interest on Funded Interest Term Loan (FITL)		
2. Issue of Equity Shares on Preferential basis to Promoters		
3. Adoption of new set of Articles of Association of the Company pursuant to Companies Act, 2013.		

Signed this _____ day of _____ 2015.

Ledger Folio No. _____

DP ID* _____

CLIENTID* _____

No. of shares held _____

Affix
Revenue
Stamp
Rs. 1/-

* Applicable for members holding shares in electronic form

(Signature across the stamp)

Note: This proxy form duly completed must be deposited at the Company's Registered Office at least 48 hours before the meeting.

To,



UNITY INFRAPROJECTS LIMITED

1252, Pushpanjali, Old Prabhadevi Road, Prabhadevi, Mumbai - 400025, INDIA