

30th September 2015

BSE Limited

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

The Manager

(Listing Department)

National Stock Exchange of India Ltd.

Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sirs,

Sub: Outcome of 44th Annual General Meeting and Disclosure under 35A of the Listing Agreement

Please be informed that all the resolutions as set out in the notice of 44th Annual General Meeting have been passed with requisite majority by the members through e-voting and polling conducted at the Annual General Meeting held on 28th September, 2015 at 11:00 A.M., at Tivoli Garden Resort Hotel, Chattarpur Hills, Chattarpur, New Delhi - 110074. [Refer Annexure – 1]

Also, please find enclosed the disclosure as required under clause 35A of the listing agreement. [Refer Annexure – 2] alongwith Scrutinizers' Report thereon [Refer Annexure – 3].

This is for your information and compliance under the above clause of the Listing Agreement.

Thanking you,

Yours faithfully,
For **Unitech Limited**,



Deepak Jain
Company Secretary

Encl.: As above

Details regarding the voting results at the 44th Annual General Meeting of Unitech Limited.

Date of the AGM: 28th September 2015

Total number of shareholders as on record date: 664275

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 28 *

Public: 7635 *

**presence counted on the basis of no. of Folios/Client Ids.*

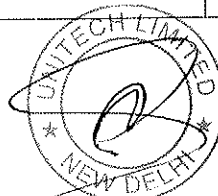
No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not Applicable/Not Arranged

Public: Not Applicable/Not Arranged

Details of the Agenda:

Agenda Item No.	Description	Resolution Required	Mode of Voting	Result
1	Adoption of Audited Financial Statements (Standalone and Consolidated), Board Report & the Report of Statutory Auditors for the Financial Year ended 31 st March 2015.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
2	Re-appointment of Mr. Sanjay Chandra (DIN 00004484) as Director, retires by rotation.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
3	Appointment of M/s Goel Garg & Co. Chartered Accountants, as Statutory Auditors for the f.y. 2015-16 and to authorise Board of Directors to fix their remuneration.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
4	Appointment of Mr. Sunil Rekhi (DIN 00062990) as Non-Executive Independent Director	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority



5	Appointment of Mr. Chanderkant Jain (DIN 06709287) as Non-Executive Independent Director.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
6 (a)	Ratification of remuneration of M/s M.K. Kulshrestha & Associates, (FRN 100209) Cost Auditors of the Company for the financial year 2014-15.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
6 (b)	Ratification of remuneration of M/s M.K. Kulshrestha & Associates, (FRN 100209) Cost Auditors of the Company for the financial year 2015-16.	Ordinary Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority
7	Alteration of Articles 101, 101A & 165 of Articles of Association of the Company. (Special Resolution)	Special Resolution	E-Voting & Poll through Ballot at the Meeting	Passed with requisite Majority



UNITECH LIMITED

Date of the AGM: 28th September 2015

Total number of shareholders on record date: '664275' | No. of Shares: '2616301047'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :

28 No. of Shares: 785631551

Public :

7635 No. of Shares: 13517366

Detail of the Agenda:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

1. Adoption of Audited Financial Statements (Standaone and Consolidated), Board Report & the Report of Statutory Auditors for the Financial Year ended 31st March 2015

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public -- Institutional holders	509184874	340860898	66.9425	166546904	174313994	48.8607	51.1393
Public-Others	1277461518	10414225	0.8152	3092152	7322073	29.6916	70.3084

Total 2616301047 1140523074 43.5929 958887007 181636067 84.0743 15.9257

2. Re-appointment of Mr. Sanjay Chandra as Director, retires by rotation.

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public -- Institutional holders	509184874	341652207	67.0979	325894953	15757254	95.3879	4.6121
Public-Others	1277461518	10514472	0.8231	9576421	938051	91.0785	8.9215

Total 2616301047 1141414630 43.6270 1124719325 16695305 98.5373 1.4627

3. Appointment of M/s Goel Garg & Co. Chartered Accountants, as Statutory Auditors.

ORDINARY BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public -- Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10556473	0.8264	9697349	859124	91.8616	8.1384

Total 2616301047 1141456631 43.6286 1140597507 859124 99.9247 0.0753



4. Appointment of Mr. Sunil Rekhi as Non-Executive Independent Director.

SPECIAL BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public – Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10561073	0.8267	9716565	844508	92.0036	7.9964

Total

	2616301047	1141461231	43.6288	1140616723	844508	99.9260	0.0740
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5. Appointment of Mr. Chanderkant Jain as Non-Executive Independent Director.

SPECIAL BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public – Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10537055	0.8248	9701977	835078	92.0748	7.9252

Total

	2616301047	1141437213	43.6279	1140602135	835078	99.9268	0.0732
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6. (a) Ratification of remuneration of M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2014-15.

SPECIAL BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public – Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10485853	0.8208	9744238	741615	92.9275	7.0725

Total

	2616301047	1141386011	43.6259	1140644396	741615	99.9350	0.0650
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6. (b) Ratification of remuneration of M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2015-16.

SPECIAL BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public – Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10506753	0.8225	9763699	743054	92.9278	7.0722

Total

	2616301047	1141406911	43.6267	1140663857	743054	99.9349	0.0651
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7. Alteration of Articles 101, 101A & 165 of Articles of Association of the Company. (Special Resolution)

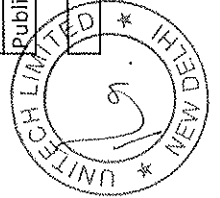
SPECIAL BUSINESS

Mode of voting: (E-voting + Poll)

Promoter and Promoter Group	829654655	789247951	95.1297	789247951	0	100.0000	0.0000
Public – Institutional holders	509184874	341652207	67.0979	341652207	0	100.0000	0.0000
Public-Others	1277461518	10401617	0.8142	9764782	636835	93.8775	6.1225

Total

	2616301047	1141301775	43.6227	1140664940	636835	99.9442	0.0558
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dhananjay shukla & associates
company secretaries

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REPORT OF SCRUTINIZER
(Consolidated report on remote e-voting and Poll)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 & Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement]

To,

The Chairman,

44th Annual General Meeting (AGM) of the Members (Equity Shareholders) of M/s Unitech Limited held on Monday, 28th Day of September, 2015 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, New Delhi-110074

Dear Sir,

I, Dhananjay Shukla, Proprietor of M/s Dhananjay Shukla & Associates, Company Secretaries (FCS No. 5886, CP No. 8271) having office House No. 23, Basement, Sector-30, Gurgaon-122001, was appointed as Scrutinizer for the purpose of scrutinizing e-voting process held between 09:00 A.M. on 25th September, 2015 to 05:00 P.M. on 27th September, 2015 and also Poll conducted in respect of resolutions as set out in the Notice of the 44th Annual General Meeting of the Members (Equity Shareholders) of M/s Unitech Limited held on 28th September, 2015 at 11:00 A.M. at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chattarpur, New Delhi-110074.

I submit my report as under:-

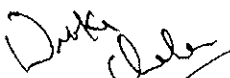
1. The Management of the company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting as well as on Poll conducted at AGM on the resolutions as set out in the Notice to the 44th Annual General Meeting of the Members of the company. My responsibility as a Scrutinizer is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions as set out in the Notice and based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) through its website www.evoting.nsdl.com, the authorized agency to provide the e-voting facilities, engaged by the company and for Poll conducted at the AGM through the Physical ballot system.



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company secretaries

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2. As per Notice dated 13th August, 2015 for convening 44th Annual General Meeting, the e-voting period remained open from Friday, 25th September, 2015 from 09:00 A.M. till Sunday, 27th September 2015 (upto 05:00 P.M.).
3. The advertisement as stipulated under Section 108 read with Rule 20 of Companies (Management and administration) Rules, 2014 as amended, were published in Jansatta (in Hindi) on 11.09.2015 and Financial Express (in English) on 11.09.2015 in New Delhi edition.
4. The Members holding shares on "cut off" date i.e. Monday, 21st September, 2015 were entitled to vote on the resolutions as set out in the Notice of 44th Annual General Meeting dated 28th September, 2015.
5. The Chairman of the 44th Annual General Meeting "Suo Motto" ordered for poll as per Rule 21 of the Companies (Management and Administration) Rules, 2014.
6. One empty ballot box was duly locked and sealed by me in presence of members and proxies. That was put for collecting ballot papers and polling was declared closed by the Chairman of the Meeting at 11:40 A.M.
7. The locked ballot box was subsequently opened by me in presence of two witnesses after the poll process was over and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separated.
9. Thereafter the votes cast through remote e-voting were unblocked after completion of poll at the Annual General Meeting in presence of following two witnesses by me at 01:04 P.M. on 28th September, 2015, who were not the employees of the Company. They have signed in confirmation of the votes being unblocked in their presence.



Witness No. 1

Deepak Chauhan

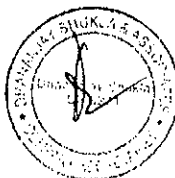
Add: H. No. 209, Shiv Colony Gali No. 1,
Palla No. 1, Faridabad- 121003



Witness No. 2

Reeva Kalra

H.No. 321, Krishan Nagar, Basai Road,
Opp. Raghu Gas Godown, Gurgaon-
122001



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10. The consolidated result of the e-voting and poll taken is as under:-

Item No. 1 of the Notice

Ordinary Resolution to receive, consider and adopt the Audited financial statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2015, the Report of the Board of Directors and Statutory Auditors' thereon.

- (i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	369	958699339	84.0579
Poll	54	187668	0.0164
Total:	423	958887007	84.0743

- (ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	78	181627487	15.9249
Poll	4	8580	0.0008
Total	82	181636067	15.9257

- (iii) Invalid Votes

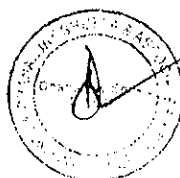
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

Item No. 2 of the Notice

Ordinary Resolution to appoint a Director in place of Mr. Sanjay Chandra (DIN: 00004484), who retires by rotation and being eligible, offers himself for re-appointment.

- (i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast



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company secretaries

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E-Voting	364	1124531657	98.5209
Poll	54	187668	0.0164
Total:	418	1124719325	98.5373

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	87	16686725	1.4619
Poll	4	8580	0.0008
Total	91	16695305	1.4627

(iii) **Invalid Votes**

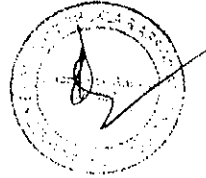
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

Item No. 3 of the Notice

Ordinary Resolution to appoint M/s Goel Garg & Co., Chartered Accountants (FRN: 000397N) as Statutory Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

(i) **Voted in favor of the resolution**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	391	1140403389	99.9077
Poll	56	194118	0.0170
Total:	447	1140597507	99.9247



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(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	56	856994	0.0751
Poll	2	2130	0.0002
Total	58	859124	0.0753

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

Item No. 4 of the Notice

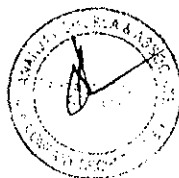
Ordinary Resolution to appoint Mr. Sunil Rekhi (DIN: 00062990) as Non Executive Independent Director of the company pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013

(i) **Voted in favor of the resolution**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	378	1140422605	99.9090
Poll	56	194118	0.0170
Total:	434	1140616723	99.9260

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	69	842378	0.0738
Poll	2	2130	0.0002
Total	71	844508	0.0740



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(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

Item No. 5 of the Notice

Ordinary Resolution to appoint Mr. Chanderkant Jain (DIN: 06709287) as Non Executive Independent Director of the company pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013

(i) **Voted in favor of the resolution**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	375	1140408017	99.9098
Poll	56	194118	0.0170
Total:	431	1140602135	99.9268

(ii) **Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	65	832948	0.0730
Poll	2	2130	0.0002
Total	67	835078	0.0732

(iii) **Invalid Votes**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364



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Item No. 6 of the Notice

(a) Ordinary Resolution to ratify remuneration of M/s M K Kulshrestha & Associates, Cost Accountants (FRN: 100209) as Cost Auditors of the Company for the Financial Year 2014-15 pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under.

(i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	388	1140450278	99.9180
Poll	56	194118	0.0170
Total:	444	1140644396	99.9350

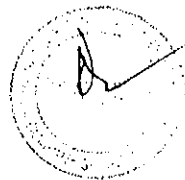
(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	53	739485	0.0648
Poll	2	2130	0.0002
Total	55	741615	0.0650

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

(b) Ordinary Resolution to ratify remuneration of M/s M K Kulshrestha & Associates, Cost Accountants (FRN: 100209) as Cost Auditors of the Company for the Financial Year 2015-16 pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under.



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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

(i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	386	1140469739	99.9179
Poll	56	194118	0.0170
Total:	442	1140663857	99.9349

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	56	740924	0.0649
Poll	2	2130	0.0002
Total	58	743054	0.0651

(iii) Invalid Votes

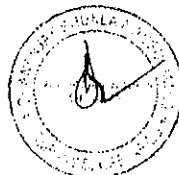
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

Item No. 7 of the Notice

Special Resolution to alter Articles 101, 101A & 165 of Articles of Association of the company pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014.

(i) Voted in favor of the resolution

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	384	1140470822	99.9272
Poll	56	194118	0.0170
Total:	440	1140664940	99.9442



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Email: dshukla2007@gmail.com/dshukla.fcs@gmail.com

(ii) Voted against the resolution:

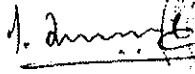
Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	57	634705	0.0556
Poll	2	2130	0.0002
Total	59	636835	0.0558

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	0	0
Poll	9	12364
Total	9	12364

11. The poll papers and all other relevant records for poll have been sealed and I shall be arranging to hand over the same to the Company Secretary/Director authorized by the Board for safe keeping.
12. Further, I hereby confirm that I am maintaining the relevant records of electronic voting as received from the service provider (NSDL) and it will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 44th Annual General Meeting and thereafter, the same shall be handed over to the company.

Thanking You,



Dhananjay Shukla
Practising Company Secretary
FCS No. 5886, CP No. 8271
Scrutinizer

Place: Gurgaon

Date: 30th September, 2015

Note: The percentage has been computed up to four (4) decimal places.