

May 30, 2019

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

SUB: Submission of Annual Secretarial Compliance Report for the financial year 2018-2019

Dear Sirs,

In pursuance to Circular CIR/CFD/CMD1/27/2019 Dated 8<sup>th</sup> February 2019, enclosed please find Annual Secretarial Compliance Report issued and duly signed by Mr. Suchitta Koley (CP No. 714), partner M/s D R Associates (Company Secretaries) for the financial year 2018-2019.

You are requested to take the same on record.

Yours truly,  
For Unitech Limited



Rishi Dev  
Company Secretary



Encl.: a. a.



**Secretarial compliance report of Unitech Limited for the financial year ended 31<sup>st</sup> March 2019**

[in pursuance of Circular CIR/CFD/CMD1/27/2019 Dated 8<sup>th</sup> February 2019]

We, DR Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Unitech Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *Not Applicable to the Company during the financial year under review*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable to the Company during the financial year under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable to the Company during the financial year under review*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable to the Company during the financial year under review*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not Applicable to the Company during the financial year under review.*





(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the year under review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>Quarter 1 (April to June)</b>			
1.	Listing Fees of BSE & NSE is required to be paid on or before 30 <sup>th</sup> April 2018	Listing Fees paid to BSE on 08 <sup>th</sup> January 2019 & NSE on 11 <sup>th</sup> February 2019	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018
2.	Submission of Corporate Governance Report under Regulation 27(2) of SEBI (LODR), for the Quarter ended 31/03/2018; Due Date 15 <sup>th</sup> April, 2018.	Corporate Governance Report submitted on 18 <sup>th</sup> April 2018	Fine paid by the Company both to NSE & BSE
3.	Submission of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the Quarter ended 31/03/2018; Due Date 21 <sup>st</sup> April, 2018	Shareholding Pattern submitted on 04 <sup>th</sup> May 2018	Fine paid by the Company both to NSE & BSE
4.	Delay in approval of Annual Financial Results under Regulation 33 of SEBI (LODR) for FY ended 31/03/2018 and consequential late submission; Due date- 30 <sup>th</sup> May 2018	Annual Financial Results submitted on 12 <sup>th</sup> June 2018	Fine paid by the Company both to NSE & BSE
5.	Submission of Reconciliation of Share Capital Audit under Regulation 55A of SEBI (Depository) Regulations for the quarter ended 31 <sup>st</sup> March 2018; Due Date - 30 <sup>th</sup> April 2018	Reconciliation of Share Capital Audit submitted on 07 <sup>th</sup> May 2018	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018
6.	Submission of Certificate under Clause 40(9) of SEBI (LODR) for the half year ended 31 <sup>st</sup> March 2018; Due date - 30 <sup>th</sup> April 2018	Certificate under Clause 40(9) submitted on 07 <sup>th</sup> May 2018	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018





Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>Quarter 2 (July to September)</b>			
7.	Delay in approval of Quarterly Financial Results under Regulation 33 of SEBI (LODR) for the quarter ended 30/06/2018 and consequential late submission; Due date- 14 <sup>th</sup> August 2018	Quarterly Financial Results submitted on 29 <sup>th</sup> August 2018	Fine paid by the Company both to NSE & BSE
8.	Since the Company has not convened the Annual General Meeting (AGM) for the financial year ended 31 <sup>st</sup> March 2018, consequently Regulation 34(1)(a) could not be complied with.	Regulation 34(1)(a) could not be complied with	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018
<b>Quarter 3 (October to December)</b>			
9.	Submission of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the Quarter ended 30/09/2018; Due Date 21 <sup>st</sup> October 2018	Shareholding Pattern submitted on 12 <sup>th</sup> February 2019	Fine paid by the Company both to NSE & BSE
10.	Submission of Reconciliation of Share Capital Audit under Regulation 55A of SEBI (Depository) Regulations for the quarter ended 30/09/2018; Due Date - 30 <sup>th</sup> October 2018	Reconciliation of Share Capital Audit submitted on 23 <sup>rd</sup> January 2019	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018
11.	Submission of Certificate under Clause 40(9) of SEBI (LODR) for the half year ended 30 <sup>th</sup> September 2018; Due date - 30 <sup>th</sup> April 2018	Certificate under Clause 40(9) submitted on 23 <sup>rd</sup> January 2019	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018
12.	Appointment of woman director under Regulation 17(1) of SEBI (LODR); Due Date 12 <sup>th</sup> March 2018.*	Woman director appointed on 3 <sup>rd</sup> October 2018	Fine paid by the Company both to NSE & BSE
* As per Companies Act, 2013, the intermittent vacancy of woman director can be filled within 3 months or next Board meeting whichever is earlier.			
<b>Quarter 4 (January to March)</b>			





Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
13.	Submission of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the Quarter ended 31/12/2018; Due Date 21 <sup>st</sup> January 2019	Shareholding Pattern submitted on 12 <sup>th</sup> February 2019	Fine paid by the Company both to NSE & BSE

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<b>Quarter 1 (April to June)</b>				
1.	NSE	Late filing of Corporate Governance report under Regulation 27(2) of SEBI (LODR) for the quarter ended 31/03/2018	Fine paid to NSE INR 2,000 + GST	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2018/77 dt. 3rd May 2018
2.	BSE	Late filing of Corporate Governance report under Regulation 27(2) of SEBI (LODR) for the quarter ended 31/03/2018	Fine paid to BSE INR 2000 + GST	
3.	NSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 31/03/2018	Fine paid INR 10,000 + GST	
4.	BSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 31/03/2018	Fine paid INR 11,000 + GST	
5.	NSE	Late filing of annual financial results Under Regulation 33 of SEBI	Fine paid to NSE	





		(LODR) for the financial year ended 31/03/2018	INR 65,000 + GST	
6.	BSE	Late filing of annual financial results Under Regulation 33 of SEBI (LODR) for the financial year ended 31/03/2018	Fine paid to BSE INR 65,000 + GST	
<b>Quarter 2 (July to September)</b>				
7.	NSE	Late filing of financial results under Regulation 33 of SEBI (LODR) for the Quarter ended 30/06/2018	Fine paid INR 70,000 + GST	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3rd May 2018
8.	BSE	Late filing of financial results Under Regulation 33 of SEBI (LODR) for the Quarter ended 30/06/2018	Fine paid INR 75,000 + GST	
<b>Quarter 3 (October to December)</b>				
9.	NSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 30/09/2018	Fine Paid INR 2,26,000 + GST	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3rd May 2018
10.	BSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 30/09/2018	Fine Paid INR 2,26,000 + GST	
<b>Quarter 4 (January to March)</b>				
11.	NSE	Non Compliance of Regulation 17(1) of SEBI (LODR) for the Quarter ended 31/12/2018 for the appointment of women director	Fine Paid INR 10,000 + GST	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3rd May 2018
12.	BSE	Non Compliance of Regulation 17(1) of SEBI (LODR) for the Quarter ended 31/12/2018 for the appointment of women director	Fine Paid INR 10,000 + GST	
13.	NSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 31/12/2018	Fine Paid INR 44,000 + GST	
14.	BSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR)	Fine Paid INR 44,000 + GST	





		for the quarter ended 31/12/2018		
<b>Fine paid by the Company under Regulation 33 of SEBI (LODR)</b>				
15.	SEBI	Delay in submission of Statement on Impact of Audit Qualifications for financial year 2015 -16 and a fine of Rs. 6 lacs was imposed under Regulation 13(1) & Regulation 33(3)(d) read with Regulation 34(2) of LODR and Clause 13 of SEBI Circular No. CIR/OIAE/1/2014 dated 18.12.2014	Fine paid INR 6,00,000	Fine paid in pursuance of Adjudication Order issued by SEBI

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:


Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observation made in the secretarial compliance report for the year ended... (the year are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Place: New Delhi

Dated: May 27, 2019



For DR Associates  
Company Secretaries

  
Suchitta Koley  
Partner  
CP No.: 714