

July 28, 2020

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 Corporate Relationship Department, 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 Secretarial Audit Report for the financial year 2019-20

Dear Sirs,

In pursuance to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, enclosed please find Secretarial Audit Report issued and duly signed by Mr. Suchitta Koley (CP No. 714), partner M/s D R Associates (Company Secretaries) for the financial year 2019-20.

You are requested to take the same on record.

Thanking You,

Yours truly,  
For **Unitech Limited**



**Rishi Dev**  
Company Secretary





**Secretarial compliance report of Unitech Limited for the financial year ended 31<sup>st</sup> March 2020**

**[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 2020 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 2019.	Listing Fees paid to BSE on 13 <sup>th</sup> August 2019 & NSE on 30 <sup>th</sup> August 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.	Delay in approval of Annual Financial Results under Regulation 33 of SEBI (LODR) for FY ended 31/03/2019 and consequential late submission; Due date- 30 <sup>th</sup> May 2019.	The annual Financial Results were approved in adjourned Board meeting held on 19 <sup>th</sup> July 2019 and the said results were submitted on 19 <sup>th</sup> July 2019.	Fine paid by the Company both to NSE & BSE as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
3.	Submission of Reconciliation of Share Capital Audit under Regulation 76 of SEBI (Depository & Participants) Regulations 2018, for the quarter ended 31 <sup>st</sup> March 2019; Due Date – 30 <sup>th</sup> April 2019.	Reconciliation of Share Capital Audit submitted on 30 <sup>th</sup> May 2019.	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
4.	Disclosure of related party transactions on consolidated basis within 30 days from the date of publication of results for half year ended 31 <sup>st</sup> March 2019; Due date- 19 <sup>th</sup> August 2019.	Disclosures not submitted.	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 2 (July to September)</b>			
5.	Delay in approval of Quarterly Financial Results under Regulation 33 of SEBI (LODR) for the quarter ended 30 <sup>th</sup> June 2019 and consequential late submission and publication thereon; Due date- 14 <sup>th</sup> August 2019.	Quarterly Financial Results submitted on 14 <sup>th</sup> September 2019.	Fine paid by the Company both to NSE & BSE as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
6.	Since the Company has not convened the Annual General Meeting (AGM) for the financial year ended 31 <sup>st</sup> March 2019, 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>			
7.	Submission of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> September 2019; Due Date 21 <sup>st</sup> October 2019.	Shareholding Pattern submitted on 26 <sup>th</sup> November 2019.	Fine paid by the Company both to NSE & BSE as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
8.	Submission of Reconciliation of Share Capital Audit under Regulation 55A of SEBI (Depository) Regulations for the quarter ended 30 <sup>th</sup> September 2019; Due Date – 30 <sup>th</sup> October 2019.	Reconciliation of Share Capital Audit submitted on 27 <sup>th</sup> November 2019.	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
9.	Submission of Certificate under Clause 40(9) of SEBI (LODR) for the half year ended 30 <sup>th</sup> September 2019;	Certificate under Clause 40(9) submitted on 16 <sup>th</sup>	No fine specified as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/



Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Due date – 30 <sup>th</sup> October 2019	November 2019.	2018/77 dt. 3 <sup>rd</sup> May 2018.
10	Compliance Certificate under clause 7(3) of SEBI (LODR) for the half year ended 30 <sup>th</sup> September 2019; Due date – 30 <sup>th</sup> October 2019.	Compliance Certificate under Clause 7(3) submitted on 13 <sup>th</sup> November 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	Non-compliance of Regulation 33 of SEBI (LODR) pertaining to preparation, approval, submission and publication of Financial Results for the quarter ended 30 <sup>th</sup> September 2019.	No compliance was made under Regulation 33 of SEBI (LODR).	Fine paid by the Company both to NSE & BSE till 20 <sup>th</sup> December 2019, as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.
12	Disclosure of related party transactions on consolidated basis within 30 days from the date of publication of results for half year ended 30 <sup>th</sup> September 2019.	Disclosures submitted. not	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 4 (January to March)</b>			
13	Non-compliance of Regulation 33 of SEBI (LODR) pertaining to preparation, approval, submission and publication of Financial Results for the quarter ended 31 <sup>st</sup> December 2019.	No compliance was made under Regulation 33 of SEBI (LODR).	The Company has not paid any fine as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/P/ 2018/77 dt. 3 <sup>rd</sup> May 2018.

- (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 annual financial results Under Regulation 33 of SEBI (LODR) for the financial year ended 31 <sup>st</sup> March 2019.	Fine paid INR 2,50,000 + GST.	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3 <sup>rd</sup> May 2018.
2.	BSE	Late filing of annual financial results Under Regulation 33 of SEBI (LODR) for the financial year ended 31 <sup>st</sup> March 2019.	Fine paid INR 2,50,000 + GST.	
<b>Quarter 2 (July to September)</b>				



3.	NSE	Late filing of financial results under Regulation 33 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> June 2019.	Fine paid INR 1,50,000 + GST.	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3rd May 2018.
4.	BSE	Late filing of financial results Under Regulation 33 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> June 2019.	Fine paid INR 1,50,000 + GST.	
5.	NSE	Fine paid by the Company under Regulation 17(1) of SEBI (LODR) due to no Woman Director on the Board in the 2 <sup>nd</sup> quarter of the previous financial year.	Fine paid INR 4,60,000 + GST.	
<b>Quarter 3 (October to December)</b>				
6.	NSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 30 <sup>th</sup> September 2019.	Fine Paid INR 70,000 + GST.	Fine paid as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3 <sup>rd</sup> May 2018.
7.	BSE	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 30 <sup>th</sup> September 2019.	Fine Paid INR 70,000 + GST.	
8.	BSE	Non-filing of financial results Under Regulation 33 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> September 2019.	Fine paid INR 1,80,000 + GST.	Fine paid till 20 <sup>th</sup> December 2019 as per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dt. 3 <sup>rd</sup> May 2018.
9.	NSE	Non-filing of financial results under Regulation 33 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> September 2019.	Fine paid INR 1,80,000 + GST.	
<b>Quarter 4 (January to March)</b>				
<b>NO FINE PAID DURING THE QUARTER</b>				
<b>Fine paid by the Company in pursuance of the SEBI Adjudication Order</b>				
10.	SEBI	Violation of the provisions of clause 35 of Listing Agreement r/w section 21 of the SCRA, 1956 in respect of the Shareholding pattern filed for the quarters ended September 30, 2008 and December 31, 2008.	Penalty paid of INR 2,00,000.	Fine paid in pursuance of Adjudication Order no. EAD/SR/SM/AO/2019-20/5797/131 dated November 29, 2019 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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1	Late filing of Corporate Governance report under Regulation 27(2) of SEBI (LODR) for the quarter ended 31 <sup>st</sup> March 2018.		The Company has paid the fine for late submission.	
2	Late payment of Listing Fees to NSE & BSE.		The Company is being cautious for timely compliance.	
3	Late submission of Reconciliation of Share Capital Audit under Regulation 55A of SEBI (Depository) Regulations for the quarter ended 31 <sup>st</sup> March 2018.		The Company is being cautious for timely compliance.	
4	Late submission of Certificate under Clause 40(9) of SEBI (LODR) for the half year ended 31 <sup>st</sup> March 2018.		The Company is being cautious for timely compliance.	The actions taken by the Company are satisfactory.
5	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 31 <sup>st</sup> March 2018.		The Company has paid the fine for late submission.	
6	Late filing of annual financial results Under Regulation 33 of SEBI (LODR) for the financial year ended 31 <sup>st</sup> March 2018.		The Company has paid the fine for late submission.	
7	Late filing of financial results Under Regulation 33 of SEBI (LODR) for the Quarter ended 30 <sup>th</sup> June 2018.	2018-19	The Company has paid the fine for late submission.	
8	The Company has not convened the Annual General Meeting (AGM) for the financial year ended 30 <sup>th</sup> June 2018, consequently Regulation 34(1)(a) could not be complied with.		The Company is being cautious for timely compliance.	The Company has also not conducted the AGM for the financial year ended 31 <sup>st</sup> March 2019.
9	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 30 <sup>th</sup> September 2018.		The Company has paid the fine for late submission.	
10	Late submission of Reconciliation of Share Capital Audit under Regulation 55A of SEBI (Depository) Regulations for the quarter ended 30 <sup>th</sup> September 2018.		The Company is being cautious for timely compliance.	The actions taken by the Company are satisfactory.
11	Late submission of Certificate under Clause 40(9) of SEBI (LODR) for the half year ended 30 <sup>th</sup> September 2018.		The Company is being cautious for timely compliance.	
12	Non Compliance of Regulation 17(1) of SEBI (LODR) for the Quarter ended 31 <sup>st</sup> December 2018 for the appointment of women director.		The Company has paid the fine for late submission.	





13	Late filing of Shareholding Pattern under Regulation 31 of SEBI (LODR) for the quarter ended 31 <sup>st</sup> December 2018.		The Company has paid the fine for late submission.	
14	Delay in submission of Statement on Impact of Audit Qualifications for financial year 2015 -16 in pursuance of the SEBI Adjudication order		The Company has paid the fine for in pursuance of the SEBI Adjudication order.	

For DR Associates  
Company Secretaries  
Firm Regn. No.: P2007DE003300



Suchitta Koley  
Partner  
CP No.: 714

UDIN: F001647B000499309

Place: New Delhi  
Date: 24<sup>th</sup> July 2020