

September 11, 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 Corporate Relationship Department, 1 st Floor, New Trading Ring Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001
NSE Symbol: UNITECH	Script Code: 507878

Sub: Proceedings/Minutes of Postal Ballot

Dear Sir(s),

Please find enclosed herewith a copy of the Minutes of Postal Ballot as set out in the Postal Ballot Notice dated 9th July, 2019.

The result of Postal Ballot was submitted with the Stock Exchanges vide our letter dated 16th August, 2019.

This is for your information, record and compliance under applicable Regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Thanking you,
For Unitech Limited

Dev.

Rishi Dev
Company Secretary



Encl: As above

Minutes of the Special Resolution passed by the Members of the Company on 14th August, 2019 by way of Postal Ballot [Including Electronic Voting] conducted under Section 110 of the Companies Act, 2013

The Company has, at its Board Meeting held on 9th July, 2019, approved the proposal to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in Respect of the Sale of Shareholding held by the Company consisting of 5 Crore Fully Paid-up Equity Shares of Rs. 10/- each in Unitech Power Transmission Limited [Wholly Owned Subsidiary of the Company]

The Board of Directors of the Company, at its meeting held on 9th July, 2019, has appointed Mr. Deepak Gupta, [Membership No. F5339/ Certificate of Practice No. 4629], Partner, DR Associates, Company Secretaries as Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended ; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), the Company had provided remote e-Voting facility through the e-Voting platform as an alternative for its Members to enable them to cast their vote electronically on the special resolution as set out in the Notice. The e-voting facility to Members was provided through National Securities Depository Limited [NSDL].

Notice alongwith Explanatory Statement & Postal Ballot Form was sent by electronic mode to those Members, whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/ Depositories. For Members who have not registered their e-mail addresses, physical copies were sent by the permitted mode alongwith postage prepaid self-addressed reply envelope. The cut-off date for determining Members to whom postal ballot notice was sent was fixed as 5th July, 2019.

Members were also informed by the newspaper advertisement published in the Financial Express and Jansatta on 16th July, 2019 about completion of dispatch/sending e-mail of Postal Ballot forms and appointment of Mr. Deepak Gupta, [Membership No. F5339/ Certificate of Practice No. 4629], Partner, DR Associates, Company Secretaries as Scrutinizer and other related information required to be given under Companies Act, 2013 and LODR Regulations.

Further, the Members were intimated that, voting period for physical voting through Postal Ballot and e-voting process would commence from Tuesday, 16th July 2019 at 9.00 a.m. and would ends on Wednesday, 14th August 2019 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, could cast their vote electronically or through Ballot Paper. The e-voting module was also disabled by NSDL for voting at 14th August 2019 at 5.00 p.m.

Mr. Deepak Gupta, Partner, DR Associates, Company Secretaries, who was appointed as Scrutinizer, after due scrutiny of all the postal ballot forms received and on unblocking of results of e-voting, submitted his report dated 16th August, 2019 to the Chairman of the Company on physical voting (through postal ballot) and e-voting and reported that the resolution as set out in the Postal ballot Notice dated 9th July, 2019 was passed with requisite majority.

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Mr. Ramesh Chandra, the Executive Chairman, announced on 16th August, 2019 that 'Special Resolution' as mentioned in the Postal ballot Notice dated 9th July, 2019 and reproduced herein below was passed by the requisite majority on 14th August, 2019:

Special Resolution for:

SALE OF SHAREHOLDING HELD BY THE COMPANY CONSISTING OF 5 CRORE FULLY PAID-UP EQUITY SHARES OF RS. 10/- EACH IN UNITECH POWER TRANSMISSION LIMITED [WHOLLY OWNED SUBSIDIARY OF THE COMPANY]

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24(5) & 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations"), as amended, from time to time and further pursuant to other applicable laws and regulations and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent, approval and authority of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer and dispose off its 100% shareholding in Unitech Power Transmission Limited consisting of 5 crore fully paid-up equity shares of Rs. 10/- each (including 60 equity shares held jointly with certain subsidiaries of the Company) to Sterling and Wilson Private Limited at a sale consideration of INR 105 Crore and on such terms and conditions, as considered and approved by the Hon'ble Supreme Court of India in its order dated 15th February 2019 in Civil Appeal 10856 of 2016.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine all terms and conditions in relation to the above sale/divestment, settle all questions, difficulties or doubts that may arise in this regard and in complying with the requisite regulations and the Order(s) and directions of the Hon'ble Supreme Court of India, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and 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 of Directors and such person(s) authorized by the Board of Directors, be and is hereby authorised to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and is hereby authorized to delegate all or any of its powers conferred to any Committee of Directors or any Executive Director or Directors of the Company to give effect to aforesaid resolution."

As per the Scrutinizer's report dated 16th August, 2019, 990 Members consisting 110774756 valid votes have cast votes in favor/against the resolution through physical/electronic voting. On the basis of which Mr. Ramesh Chandra, Executive Chairman, declared the Postal ballot Result on 16th August, 2019 which is summarized as follows:

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Postal Ballot Voting Result

Company Name	UNITECH LIMITED
Date of Postal Ballot Notice	09.07.2019
Total number of shareholders on record date/Cut-off Date-05.07.2019	639871
Voting Start Date	16.07.2019
Voting End Date	14.08.2019
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group	
Public:	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group	
Public:	

Agenda- wise disclosure

Resolution required: (Ordinary/ Special)	Special Approval of Members sought to sell, transfer and dispose off 100% shareholding held by the Company in Unitech Power Transmission Limited (wholly owned subsidiary) to Sterling and Wilson Private Limited at a sale consideration of INR 105 Crores and on such terms and conditions, as considered and approved by the Hon'ble Supreme Court of India in its order dated 15th February 2019 in Civil Appeal 10856 of 2016.
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	170404472	33096024	19.42	33096024	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		33096024	19.42	33096024	0	100	0
Public-Institutions	E-Voting	164644125	58424283	35.49	58424283	0	100	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		58424283	35.49	58424283	0	100	0
Public-Non Institutions	E-Voting	2281252450	19197945	0.84	15827754	3370191	82.45	17.55
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		56504	0.00	56398	106	99.81	0.19
	Total		19254449	0.84	15884152	3370297	82.50	17.50
Total		2616301047	110774756	4.23	107404459	3370297	96.96	3.04

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Detail of Invalid Votes as follows:

Postal Ballot Voting	No. of Members whose voting was declared invalid	No. of Votes Cast by them
Physical	8	126081
Electronic	7	36205019*
Total	15	36331100

* Includes 36202019 votes which were cast in favour of the resolution; but due to non-receipt of authorization documents, treated as invalid votes.

Place: Gurugram
Date of Entry: 11th September, 2019
Date of Signing:

Sd/-

(CHAIRMAN)

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For UNITECH LIMITED

Dev
Rishi Dev
Company Secretary

