

UNITECH LIMITED



CIN: L74899DL1971PLC009720

Regd. Office: Basement, 6, Community Centre, Saket, New Delhi – 110017

Corporate Office: 13th Floor, Signature Towers, Tower-B, South City-I, Gurugram– 122007

Tele/Fax: 011-26857338

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NOTICE OF 49th ANNUAL GENERAL MEETING

NOTICE is hereby given that 49th Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, 24th day of May, 2021 at 03:00 p.m.** through Video Conference (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt;
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with reports of the Board of Directors and Auditors' thereon.
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the report of Auditors' thereon.
- To ratify the appointment and remuneration of M/s GSA & Associates LLP, Chartered Accountants, Statutory Auditors of the Company for the financial year 2020-21.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the Company M/s GSA & Associates LLP, Chartered Accountants (FRN 000257N/ N500339) be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N), to hold office from the conclusion of the 49th Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration, as may be approved by the Board of Directors of the Company."

By Order of the Board
sd/-

(K. C. Sharma)
Company Secretary

Place: New Delhi
Date: 23rd April, 2021

Explanatory Statement in respect of item No. 2 pursuant to Clause 36 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

M/s R. Nagpal Associates, Chartered Accountants, the Statutory Auditors of the Company tendered their resignation for the stated reason that they could not receive "Peer Review" certificate from the Peer Review Board of The Institute of Chartered Accountants of India (ICAI), thus causing a casual vacancy. To fill the casual vacancy, the Board of Directors, on the recommendation of the Audit Committee and subject to the approval of Members in the General Meeting, considered and approved the appointment of M/s GSA & Associates LLP, Chartered Accountants (Firm Reg. No 000257 N/N 500339) as the Statutory Auditors of the Company at a consolidated remuneration of Rs 1.25 crores for the financial year 2020-2021. Applicable GST shall be paid extra. The remuneration to be paid to M/s GSA & Associates LLP is the same as was paid to M/s R. Nagpal Associates, Chartered Accountants, the outgoing Auditors. The appointment shall be valid from the conclusion of the 49th Annual General Meeting till the conclusion of the next Annual General Meeting.

M/s GSA & Associates LLP is a firm of repute. In the past, they have been the Statutory Auditors of the State Bank of India, Punjab National Bank and Oriental Insurance Company Limited etc.

None of the Directors and Key Managerial Personnel of the Company are in any way concerned or interested in the resolution set out at item no 2.

Your Directors recommends the resolution for approval of the Members as an Ordinary Resolution.

By order of the Board
sd/-
K. C. Sharma
Company secretary

Place: New Delhi
Date: 23rd April, 2021

Note on Material Development

The Annual General Meeting (AGM) for the year ended 31st March, 2020 was due to be held latest by the 30th September, 2020. Due to outburst of COVID-19 Pandemic, which resulted in closure of offices and consequent delay in finalization of Accounts, the Annual General Meeting could not be held for the year ended 31st March 2020 within the prescribed time-lines.

During the year, the Hon'ble Supreme Court had directed the Union of India to act proactively in the matter and inform the court on the steps which it initiates to replace the existing management by the independent group of directors who can fulfil the mandate and responsibility of attending the concerns of home buyers and other related issues vide its orders dated 18.12.2019 in the matter of Civil Appeal No. 10856/2016 titled as *Bhupinder Singh v/s Unitech Limited*.

In compliance there to, the Central Government, (Ministry of Corporate Affairs) proposed the constitution of a independent Board of Directors which was approved by the Hon'ble Supreme Court vide its order dated 20.01.2020 passed in Civil Appeal No. 10856/2016. The Hon'ble Supreme Court also directed the supersession of the erstwhile management/ Board of Directors of the Company vide its orders *ibid*. The Ministry of Corporate Affairs, thereafter, issued appointment orders for the Chairman & Managing Director and other Directors vide their letters dated 21.01.2020, 22.01.2020 and 03.02.2020 respectively. The present Board comprises of the following Directors:

Sr. No.	Name	Designation
1	Shri Yudhvir Singh Malik	Chairman & Managing Director
2	Shri Anoop Kumar Mittal	Director
3	Smt. Renu Sud Karnad	Director
4	Shri Jitu Virwani	Director
5	Shri Niranjana L. Hiranandani	Director
6	Dr. Girish Kumar Ahuja	Director
7	Shri B. Sriram	Director
8	Shri Prabhakar Singh	Director

Accordingly, the erstwhile management has been replaced by the new management w.e.f. 21.01.2020.

As the erstwhile management has been superseded and the newly appointed Board of Directors has taken over the management and control of the Unitech Group, the item pertaining to appointment or re-appointment of erstwhile Director(s) has not been proposed in the notice of this Annual General Meeting. Further, the present Directors on the Board have been nominated/ appointed by the Central Government on the directions of the Hon'ble Supreme Court of India w.e.f. 21.01.2020. Hence, none of the Directors is/are liable for retirement in the Annual General Meeting.

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), through Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and a General Circular No. 02/2021 dated 13th January, 2021

in continuation of Circular No. 20/2020 (collectively referred to as "MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by Securities and Exchange Board of India ('SEBI') have permitted the holding of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with physical presence of the Members at a common venue.

2. In terms of the said MCA and SEBI Circulars, the 49th Annual General Meeting (AGM) of the Members of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, the Members can attend and participate in the AGM through VC/OAVM facility provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. Since this AGM is being held pursuant to the MCA& SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the proxy form and attendance slips are not annexed to this notice.
4. Members are requested to:-
 - (i) Quote their Folio / Client ID & DPID Nos. in all correspondence with the Registrar and Share Transfer Agent (RTA) / Company.
 - (ii) Register their e-mail IDs/ PAN/ Bank Account Details with RTA/ Company/ respective Depository Participants (DP).
 - (iii) Note that in case of joint holders attending the meeting, only such joint holder whose name is first in the Register of Members will be entitled to vote.
5. 23rd April, 2021 has been fixed as the Cut-off date for the purpose of ascertaining the entitlement of Members for sending Annual Report and other related documents for the year ended 31st March, 2020.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Monday, the 17th day of May, 2021 to Monday the 24th day of May, 2021** (both days inclusive) for the purpose of 49th AGM. As per Regulation 40 of SEBI Listing Regulations and NSE Circular No. NSE/CML/2020/38 dated 3rd December, 2020 and BSE Circular No. LIST/COMP/31/2018-19 dated 3rd December, 2018 requests

- for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository i.e. NSDL or CDSL except in case of transmission or transposition of securities w.e.f. 1st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their shareholding in dematerialized form. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, failing which the de-mat account would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat account.
7. Members holding shares in physical form are requested to submit their PAN and Bank details to the Registrar and Share Transfer Agent (RTA) of the Company. Members holding shares in physical form are requested to convert their shareholding in dematerialized form. Members may contact the Company or Company's Registrar and Share Transfer Agent (RTA), M/s Alankit Assignments Limited, for any assistance in this regard.
 8. Pursuant to section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/de-mat form, the nomination details may be updated with the respective Depository Participant (DP).
 9. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which were not encashed/claimed by the Member(s) for a period of seven consecutive years, have been transferred to the Investor Education and Protection Fund (IEPF) Authority. The shares in respect of which dividend have not been claimed for seven consecutive years have also been transferred to the de-mat account of IEPF Authority. The details of shares transferred to the IEPF Authority are available at the website of the Company. The Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the Authority by following the refund procedure.
 10. In compliance with the aforesaid MCA & SEBI Circulars, the notice calling the AGM for the financial year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or with the Depository Participant(s). The notice of AGM, circulated to the Members of the Company, will also be made available on the Company's website. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and the AGM Notice is also available at the website of NSDL i.e. www.evoting.nsdl.com.
 11. Manner of registering/updating email addresses:
 - (i) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by sending scanned copy of the request letter with details of folio number and attaching a self-attested copy of PAN card & Aadhar Card/ Election Identity Card at share.dept@unitechgroup.com with a copy marked to RTA at rta@alankit.com.
 - (ii) Members holding shares in dematerialised mode, are requested to register/update their email addresses with the Depository Participants with whom they maintain their de-mat account.
 12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM.
 13. Since the AGM will be held through VC/ OAVM, the route map is not annexed in this Notice.
 14. Mr. Manoj Kumar Mandal, Proprietor of M/s M.K. Mandal & Associates, Company Secretaries (Certificate of Practice No. 4968) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 15. The Chairman shall, at the 49th AGM, allow voting with the assistance of Scrutinizer, by use of electronic mode for all those Members who will attend the said meeting via VC/ OAVM but have not cast their votes through remote e-voting facility.
 16. The Scrutinizer shall, after the conclusion of the meeting, process & prepare the result after unblocking the votes cast through remote e-voting. The Scrutinizer shall submit a consolidated report of the votes cast in favour or against, if any, not later than 48 hours of conclusion of the meeting to the Chairman or a person authorized, who shall countersign the same. The Chairman or any person authorized by him shall declare the results of voting forthwith.
 17. The result declared alongwith the report of the Scrutinizer shall be placed at the website of the Company and the website of e-voting agency at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him. The result shall also be forwarded to BSE Limited and National Stock Exchange of India Limited.
 18. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 49th Annual General Meeting.
 19. Members desirous of seeking/ obtaining any information/ clarifications concerning the accounts and operations of the Company or intending to express their views or raise any query

are requested to write to the Company from their registered email address on or before 14th May, 2021, mentioning their name, de-mat account number/folio number, PAN, email id and mobile number at share.dept@unitechgroup.com. The same will be replied by the Company suitably. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM. It is requested to raise the queries precisely and in short to enable the Company to answer the same.

20. Instructions for e-voting and joining the 49th AGM

- (i) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with facility to cast their vote electronically, through the e-voting services provided by NSDL on resolutions proposed to be considered at the 49th Annual General Meeting (AGM).
- (ii) The remote e-voting period commences at **9.00 a.m. (IST) on Friday, 21st May, 2021 and ends on Sunday, 23rd May, 2021 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Monday the 17th day of May, 2021, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) The facility for voting through remote e-voting shall be made available during the conduct of 49th AGM via VC/OAVM and the Members attending the meeting via VC/OAVM who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting. The procedure for e-voting on the day of AGM is same as for remote e-voting.
- (iv) The Members who have cast their vote by remote e-voting prior to the 49th AGM may also attend/participate in the 49th AGM but shall not be entitled to cast their vote again.
- (v) The voting rights shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (vi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice electronically or whose email id is not registered with the Company/ RTA/ Respective DP and holding

shares as on the cut-off date i.e. 17th May 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rt@alankit.com.

- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date for e-voting shall be entitled to avail the facility of remote e-voting or voting at the 49th AGM electronically. A person who is not a Member as on cut-off date should treat this notice for information purpose only.
- (viii) The detail of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-voting website

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. De-mat (NSDL or CDSL) or Physical.		Your User ID is:
(a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example , if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.\
(b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example , if your Beneficiary ID is 12***** then your user ID is 12*****
(c)	For Members holding shares in physical form.	EVEN Number followed by Folio Number registered with the Company For example , if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your De-mat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) Process for those Members whose e-mail ids are not registered with the depositories/ RTA/ Company, for procuring user id and password and registration of e-mail ids, please send a request, before commencement of remote e-voting:
 - (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) by sending email to rta@alankit.com with a copy marked to share.dept@unitechgroup.com.
 - (b) In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by sending email to rta@alankit.com with a copy marked to share.dept@unitechgroup.com.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your De-mat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) "**Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your De-mat account number/folio number, your PAN, your name and your registered address.
 - (d) Members can also use OTP (One Time Password) base login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.
- Details on Step 2 are given below:**
- How to cast your vote electronically on NSDL e-voting system**
1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of Company for which you wish to cast your vote.
 4. Now you are ready for e-voting as the voting page opens
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- Instructions for Members for E-voting on the day of AGM are as under:**
1. The procedure for e-voting on the day of AGM is same as the instruction mentioned for e-voting
 2. Only those Members who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system at the AGM.
 3. The Members who have voted through remote e-voting will be eligible to attend the AGM but shall not be eligible for voting in the AGM

General Guidelines for Members:

1. Institutional/Corporate Members (i.e. other than individuals / HUF / NRI etc.) intending their authorized representative(s) to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting are requested to send a certified copy of the board resolution to the Scrutiniser by e-mail through its registered e-mail address at mandalmk@gmail.com with a copy marked evoting@nsdl.co.in (e-voting agency).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020990 or 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

General Instructions for Members for attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid sudden faults.