



 **UNISHIRE®**
Spreading acres of joy

ANNUAL REPORT
2013-14

GENERAL INFORMATION

BOARD OF DIRECTORS

Mr. Pratik Kirti Mehta
Managing Director/Chairman
Mr. Vinay Kirti Mehta
Non-executive Director
Mr. Suresh Kumar Patni
Independent Director
Mrs. Reena Jain
Independent Director

MANAGEMENT

Mr. Ashok Gupta- *Chief Executive Officer*
Mr. Surya Bishnoi-*Chief Financial Officer*
Mr. Sumit Kr. Verma-*Manager-Finance & Accounts*
Ms. Akriti Sharma-*Company Secretary*

STATUTORY AUDITORS

*M/s Arun Jain & Associates,
Chartered Accountants
2B, Grant Lane, Kolkata-700012
Phone: 033-4064 6049
E-mail: caarunkolkata@gmail.com*

REGISTERED OFFICE

*1, Crooked Lane
1st Floor, Room No. 126
Kolkata-700069
Phone: 033-3022 4841
Fax : 033-3022 4842
E-mail: uni_urbaninfra@unishire.com
Website: www.unishire.com
CIN: L67190WB1991PLC051507*

CORPORATE OFFICE

*36, Railway Parallel Rd
Nehru Nagar, Kumara park
Bangalore-560020
Phone: 080-2346 1715
Fax: 080- 2346 0547*

BANKERS

*HDFC Bank Ltd.
ICICI Bank Ltd.*

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
No.9, Shiv Shakti Ind.Estate
J.R.Boricha Marg
Lower Parel,
Mumbai-400011
Phone: 022-2301 8261
Fax: 022-2301 2317
E-mail: busicomp@vsnl.com

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23RD ANNUAL GENERAL MEETING

Date: Tuesday, 30th September, 2014

Time: 11:00 A.M.

Venue: 1, Crooked Lane, 1st Floor, Kolkata-700069

Important Information: As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Shareholders are requested to bring their copies in meeting.

Dear Shareholders,

Re: Green Initiative in Corporate Governance

The ministry of Corporate Affairs has undertaken a Green Initiative in Corporate Governance by allowing paperless compliances by companies through electronic mode. In accordance with the circular no.17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, companies can now send various notices/documents(including notice calling Annual General Meeting, Audited Financial Statements, Directors Report etc) to their shareholders through electronic mode, to the registered email address of the shareholders.

It is Welcome move for the society at large as this reduce paper consumption to a greater extent and allow public at large to contribute towards a greener environment.

This is also a golden opportunity for every shareholder of Unishire Urban Infra Ltd to contribute to the greener environment. You are therefore requested to register your e-mail id with your Depository Participant as soon as possible to receive communication through electronic mode.

We therefore request all our shareholders to contribute to the cause.

Please note that as a member of the Company, you will be entitle to be furnished free of cost with a copy of such communication/ document upon receipt of a requisition from you.

Let's part of the "Green Initiative."

Thanking You,

For **UNISHIRE URBAN INFRA LIMITED**

Akriti Sharma
Company Secretary

NOTICE

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting (AGM) of Unishire Urban Infra Ltd (*formerly: Ratna Kamal Holdings Ltd*) will be held on Tuesday, 30th September, 2014 at 11.00 A.M. at 1, Crooked Lane, 1st Floor, Kolkata-700069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Director's Report, the Audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss for the year ended 31st March, 2014 and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Vinay K Mehta who retires at this meeting and is eligible for re appointment
3. To re appoint auditors of the company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration and to pass the following Ordinary Resolution thereof:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under and pursuant to recommendations of the Audit Committee of the Board of Directors, M/s Arun Jain & Associates, Chartered Accountants, (ICAI Firm Registration No. 325678E), be and are hereby re appointed as Auditors of the Company to hold from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting (Subject to ratification of the appointment by the members at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and Board of Directors"

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as on Ordinary Resolution:
"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Suresh Kumar Patni, a non-executive director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act be and is hereby appointed as Independent Director of the Company, for a term of five years from May 1, 2013 to April 30, 2018 and shall not be liable to retire by rotation"

5. To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as on Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under read with Schedule IV to the Act, as amended from time to time, Mrs. Reena Jain, a non-executive director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act be and is hereby appointed as Independent Director of the Company, for a term of five years from May 1, 2013 to April 30, 2018 and shall not be liable to retire by rotation”

NOTES:

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is Annexed
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- c) The Notice of the Annual General Meeting along with Annual Report is being sent electronically to all the members who have registered their e-mail ids with the Company. Physical copies are being sent through permitted mode to the members who have not registered their email ids.
- d) Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for Financial Year 2014 will also be available on the Company’s website i.e. www.unishire.com
- e) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f) The Register of Members of the Company will remain closed from Wednesday, 17th September, 2014 to Friday, the 19th September, 2014(both days inclusive).
- g) Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

- h) Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of Physical shares to the Registrar and Share Transfer agent at Purva Shareregistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai 400 011.
- i) Shareholders desiring any information as regards the accounts are requested to write to the company at least 7 days in advance, so as to enable the company to keep the information ready.
- j) Additional information pursuant to clause 52 of the Listing Agreement with Stock Exchange in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms part of Corporate Governance Report forming part of Annual Report. The Directors have furnished requisite consents/declarations for their appointment/re-appointment.
- k) All documents referred in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.
- l) As per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The instructions for e-voting are given in Annexure A.
- m) Our Company's shares are tradable compulsorily in electronic form and through Purva Shareregistry (India) Pvt. Ltd., Registrar and Share Transfer Agents. We have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE210P01015. As on March 31, 2014, over 99.67 % of our Company's Shares were held in dematerialized form and the rest are in physical form.
To enable us to serve our investors better we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with respective Depository Participants.
- n) The Company has appointed M/s Kamalia & Associates, Advocate, to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour

or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.3:

M/s Arun Jain & Associates has been Auditors of the Company since 7th October, 2013 and will be completing a term of one year in September 2014. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint to an audit firm as auditors for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s Arun Jain & Associates, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 5th September, 2014, proposed the appointment of M/s Arun Jain & Associates as the statutory Auditors of the Company for a period of Four years to hold office from the conclusion of this AGM till the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM)

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at item No. 3 of the Notice.

Item No.4

Mr. Suresh Kumar Patni has been a Non-Executive Director of the Company since 1st May, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term of up to 5(five) consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Patni has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Patni as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director up to April 30, 2018. In the opinion of the Board, Mr. Patni fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Patni as Independent Director is now being placed before the Members in general meeting for their approval.

Mr. Patni is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Patni, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5

Mrs. Reena Jain has been a Non-Executive Director of the Company since 1st May, 2013 and is considered as an Independent Director under Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term of up to 5(five) consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mrs. Jain as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director up to April 30, 2018. In the opinion of the Board, Mrs. Jain fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Jain as Independent Director is now being placed before the Members in general meeting for their approval.

Mrs. Jain is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mrs. Jain, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

By Order of the Board
For **Unishire Urban Infra Limited**

Place: Kolkata
Date: 05th September, 2014

Akriti Sharma
Company Secretary

ANNEXURE- A INSTRUCTIONS FOR E-VOTING**IN CASE OF MEMBERS RECEIVING E-MAIL:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.