



**ANNUAL
REPORT
2014 - 2015**

CHAIRMAN

Mr. Kirti Kanti Lal Mehta

BOARD OF DIRECTORS

Mr. Pratik K Mehta

Mr. Vinay K Mehta

Mr. Suresh Kumar Patni

Mrs. Reena Jain

- Managing Director

-Non-Executive Director

-Independent Director

-Independent Director

MANAGEMENT

Mr. Ashok Gupta- Chief Executive Officer

Mr. Surya Bishnoi- Chief Financial Officer

Ms. Jayanta Gupta – Company Secretary & Compliance Officer

BANKERS

HDFC Bank Ltd

ICICI Bank Ltd

AUDITORS

Arun Jain & Associates

Chartered Accountant

2B, Grant Lane, 2nd Floor

Kolkata-700012

Ph.: 022-2301 8261, Fax: 022-2301 2317

E-mail: busicomp@vsnl.com

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.

No.9, Shiv Shakti Ind. Estate

J.R. Boricha Marg, Lower Parel

Mumbai-400011

REGISTERED OFFICE

873, Block A, Lake Town

Ground Floor, Kolkata-700089

Phone: 033-2534 9016, Fax : 033-2242 8966

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

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Message from Chairman

"From the beginning we have had a single minded goal at Unishire. And that is to spread joy. Be it creating a happy working atmosphere for our team or happy homes for our customers. Unishire represents core ethos of trust, transparency, and ethics. Values that have today brought great positivity and momentum to our brand. We are here to take on any challenge and turn it to success and joy for all. Respect for each other is what brings magic to Unishire."

Kirti K. Mehta

24TH ANNUAL GENERAL MEETING

Date: Wednesday, 30th September, 2015

Time: 11:00 A.M.

Venue: 873, Block A, Lake Town, Ground Floor, Kolkata-700089

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.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting (AGM) of Unishire Urban Infra Ltd will be held on Wednesday, 30th September, 2015 at 11.00 A.M. at 873, Block A, Lake Town, Ground Floor, Kolkata-700089 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, 2015, Statement of Profit and Loss for the year ended 31st March, 2015 and the Auditor's Report thereon.
- 2) To appoint a Director in place of Mr. Vinay K Mehta (DIN : 03586852) 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, 142 and Audit & Auditors Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Arun Jain & Associates, Chartered Accounts, Kolkata (Registration Number 325678E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the Rules be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Auditors

Place: Kolkata

Date: 04th September, 2015

By Order of the Board
For Unishire Urban Infra Limited
Jayanta Gupta
Company Secretary

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 24th Annual General Meeting and the Annual Report for Financial Year 2015 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 Friday, 25th September, 2015 to Wednesday, the 30th September, 2015 (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 Sharegistry (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 upto 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 Sharegistry (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, 2015, over 99.10 % of our Company's Shares were held in dematerialized form and the rest are in physical form.

- n) 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.

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 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	<p>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.</p>
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.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday, 26th September, 2015 at 09: 00 A.M. and ends on Tuesday, 29th September, 2015 at 05:30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Kolkata
Date: 04th September, 2015

By Order of the Board
For Unishre Urban Infra Limited
Jayanta Gupta
Company Secretary

BOARD'S REPORT

Dear Shareholders

On behalf of the Board of Directors, it is our pleasure to present the 24th Annual Report together with the Audited Statement of Accounts of Unishire Urban Infra Limited for the year ended March 31, 2015.

Financial Performance

The summarized consolidated results of your Company are given in the table below:

Particulars	Financial Year Ended	
	31 st March, 2015	31 st March, 2014
Total Income	9,798,733	67,350,860
Profit/Loss before Interest, Depreciation & Tax (EBIT)	1,744,116	1,769,649
Finance Charges	3,048	4,034
Depreciation	856,354	857,041
Provision for Income Tax (including for earlier years)	343,027	205,611
Net Profit/(Loss) After Tax	544,735	706,997
Profit/(Loss) brought forward from previous year	706,997	20,455
Amount Transferred consequent to scheme of merger	-	-
Profit/(Loss) carried to Balance Sheet	544,735	706,997

*previous year figures have been regrouped/rearranged wherever necessary.

Summary of Operations

During the year, the net revenue from operations of your company decline by 2.72 % from Rs. 912,608 to Rs. 887,762 for FY 2015, your Company's profit after tax stood at Rs.544, 735 vis-à-vis Rs. 706,997 to previous year, registering a decline of 22.95 %

Business Review/State of company's affairs

The year started with optimism but as it progressed, there were challenges of inflation, decelerating growth and worsening investment may lead to disappointment. Housing sales fell by about 30 per cent last year in seven major cities due to costlier flats and higher interest rate, Housing supply in the cities declined by about 25 per cent in 2015 as against the previous year. The decline was particularly steep in the National Capital Region adding that the slowdown was reported in the premium as well as the high-end/mid-end housing segments. The general slackness in residential sales was primarily triggered by the Affordability Index going down in certain cities, he noted. Keeping in mind subdued end-user/investor sentiments, many developers in major markets abstained from launching new projects, and instead directed their focus towards reducing the existing inventory pile-up. Many developers in major markets abstained from launching new projects, and instead directed their focus towards reducing the existing inventory pile-up.

Industry Scenario

During the year under review, your company enjoyed cordial relationship with employees at all levels.

Outlook

The Outlook for the industry and the company looks bright and new markets in the global arena are being developed by the company. The Company is also focusing on cost cutting and increased productivity to enhance its competitiveness.

Reserve

The Company proposes to carry Rs. 544,735 to reserves.

Dividend

Your Directors have not recommended any dividend for FY 2014-15

Details of Board Meeting

During the year, 6 number of Board Meeting were held, details of which are given below:

Date of Meeting	No. of Directors attended the meeting
30-05-2014	4
01-07-2014	2
05-09-2014	2
30-09-2014	2
15-11-2014	4
20-01-2015	4

Capital/Finance

There was no change in the authorized and paid up share capital of the company during the FY 2014-15

Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed as Annexure-1

Committees of Board

The details of composition of the committees of the Board of Directors are as under:-

A. Audit Committee

SL.No.	Name	Chairman/Members
1	Mr. Suresh Kr Patni	Member
2	Mr. Vinay K Mehta	Member
3	Mrs. Reena Jain	Member

The chairman will be elected as per the suggestion of other members

During the year, the committee had met on 30th May, 2014, 5th September, 2014, 30th November, 2014, 15th November, 2014 and 28th March, 2014

Vigil Mechanism/ Whistle Blower Policy

Pursuant to the requirement of the Act, the company has established vigil mechanism. The policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the company and malpractices and events which have taken place/ suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud. Violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers

Under these circumstances as per the recommendation of Audit Committee on its meeting on 25th May, 2015 Unishire Urban Infra Ltd has no Vigil Mechanism and being a listed company Unishire Urban Infra Limited proposes to establish a Vigil Mechanism/Whistle Blower Policy and to formulate a policy for the same.

B. Nomination & Remuneration Committee

SL.No.	Name	Chairman/Members
1	Mr. Suresh Kr Patni	Member
2	Mr. Vinay K Mehta	Member
3	Mrs. Reena Jain	Member

The chairman will be elected as per the suggestion of other members

During the year the committee had met on 30th May, 2014, 1st July, 2014, 23rd December, 2014 and 25th March, 2015

C. Stakeholders Relationship Committee

SL.No.	Name	Chairman/Members
1	Mr. Suresh Kr Patni	Member
2	Mr. Pratik K Mehta	Member
3	Mrs. Reena Jain	Member

The chairman will be elected as per the suggestion of other members

Corporate Social Responsibility

The Company had not fall in the prescribed limit mentioned in the Companies Act, 2013 for the FY 2014-15 for constituting Corporate Social Responsibility (CSR) Committee

Details of Loans Given, Investments Made and Guarantee Given Covered U/S 186 (4) of the Companies Act, 2013

During the Financial year 2014-2015 the Company, has not given any loans, or covered under the provisions of Companies Act, 2013.

The Details of Investments made by company is given in the notes to the financial statements

Director's Responsibility Statement

Pursuant to the requirement clause (c) of sub-section 3 of section 134 of the Companies Act, 2013, your Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures
- The Directors had selected such accounting policies and applied them consistently and make judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- The Directors had prepared the annual account on a going concern basis and
- The Directors in case of the listed company, had laid down the internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively