

# ANNUAL REPORT 2015 - 16

## UNISHIRE URBAN INFRA LIMITED

### CHAIRMAN

Mr. Kirti Kantilal Mehta

### BOARD OF DIRECTORS

Mr. Pratik K Mehta      - Managing Director  
Mr. Vinay K 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  
Ms. Ishita Tamret - Company Secretary & Compliance Officer

### AUDITORS

Arun Jain & Associates  
Chartered Accounts  
2B, Grant Lane, 2<sup>nd</sup> Floor  
Kolkata-700012  
Phone: 033-40646049

### REGISTERED OFFICE

873, Block A, Lake Town  
Ground Floor, Kolkata-700089  
Phone: 033-3022 4841, Fax: 033-3022 4842  
E-mail: [info@unishire.com](mailto:info@unishire.com)  
Website: [www.unishire.com](http://www.unishire.com)  
CIN: L67190WB1991PLC051507

### BANKERS

HDFC Bank Ltd  
ICICI Bank Ltd

### REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (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](mailto:busicomp@vsnl.com)

### CORPORATE OFFICE

36, Railway Parallel Road  
Nehru Nagar, Kumara Park  
Bangalore-560020  
Phone-080-23461715, Fax: 080-2346-0547

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## UNISHIRE URBAN INFRA LIMITED

### CHAIRMAN'S MESSAGE

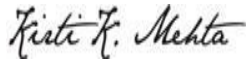
"On behalf of the Board of Directors, it is my privilege to present the annual report and consolidated financial statements for the year ended March 31<sup>st</sup>, 2016 which marked 25<sup>th</sup> Annual General Meeting of the company. As stakeholders you place trust and invest money in your company. In doing so, you are helping us create even greater value, and for this our global team and I would like to express our sincerest thanks. Your trust is our driving force, keeping us firmly on our successful course. Along the way, we have already reached some key milestones."

Our Group has over 25 years of experience in the field of real estate development and construction. Your Company has been instrumental in taking the group from a land banking organization to an all-round institution with development capabilities. The company develops residential, commercial and retail projects with the primary focus on residential projects.

With above background and considering the way ahead, I am confident that your company will continue its robust growth path in the coming years. I take this responsibility to thank all our shareholders, customers, Banks, Government of India, Government of West Bengal, Government of Karnataka, suppliers, partners, employees and all other stakeholders for their unstinted and continued support and look forward to the same at all time in the future.

I remain as always, grateful to you our dear shareholders for continued patience and confidence in the Company.

Yours sincerely



**Kirti Kantilal Mehta**

**Chairman**

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### 25TH ANNUAL GENERAL MEETING

**Date:** Friday, 30<sup>th</sup> September, 2016

**Time:** 11:00 A.M.

**Venue:** 1, Crooked Lane, First Floor, Kolkata-700 069

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**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.

## UNISHIRE URBAN INFRA LIMITED

### NOTICE

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Friday, 30th September, 2016 at 11.00 A.M. at 1, Crooked Lane, First Floor, Kolkata-700069 to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of Financial Statements

To consider and adopt

- i) the Audited Financial Statement s of the Company for the year ended March 31<sup>st</sup>, 2016 and the Reports of the Board of Directors and Auditors thereon: and
- ii) the Audited Consolidated Financial Statements of the Company for the year ended March 31<sup>st</sup>, 2016 and the Report of the Auditors thereon

##### 2. Retires by Rotation

To appoint a Director in the place of Mr. Vinay K Mehta (DIN: 03586852), Director, who retires at this meeting and is eligible for re-appointment

##### 3. Ratification of Statutory Auditors' Appointment

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT the appointment of M/s. Arun Jain & Associates, Chartered Accountants, Kolkata, having Firm Registration No. 325867E allotted by the Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company, for the third year in the first term of the five years, as recommended by the Audit Committee and approved by the Board of Directors of the Company, pursuant to section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 on such remuneration as the Board of Directors of the Company may determine, be and is hereby ratified"

By Order of the Board  
For Unishire Urban Infra Limited  
Ishita Tamret  
Company Secretary  
Membership No. : A41505

Place: Kolkata  
Date : 27-08-2016

#### 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.

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Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by the member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy 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 25<sup>th</sup> Annual General Meeting and the Annual Report for Financial Year 2016 will also be available on the Company's website i.e. [www.unishire.com](http://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 **Thursday, 22nd September, 2016 to Friday, the 30th September, 2016 (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.
- 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) A Route map showing directions to reach the venue of the 25th Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standards-2 "General Meetings"
- k) 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.
- l) 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.
- m) 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



## UNISHIRE URBAN INFRA LIMITED

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.

- n) The remote e-voting period starts on **Tuesday, September 27th, 2016 at 9:00 a.m. (IST) and ends on Thursday, September 29th, 2016 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 of **Friday, September 23rd, 2016**, may cast their votes electronically.
- o) The Facility of voting through Ballot paper shall be made available at the 25th AGM and the member attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.
- p) The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- q) The Company's website is [www.unishire.com](http://www.unishire.com). The Annual Report of the Company and other shareholder communications are made available on the Company's website.
- r) All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail ID is [busicomp@vsnl.com](mailto:busicomp@vsnl.com) mentioning the Company's name i.e. Unishire Urban Infra Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- s) 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, 2016, over 99.10 % 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.

### ANNEXURE- A

#### THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on **Tuesday, September 27, 2016 at 9:00 A.M. (IST) and ends on Thursday, September 29, 2016 at 5:00 P.M. (IST)**. During the period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 23, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders Should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

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- (vi) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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"> <li>Members who have not updated their PAN with Company/Depository Participants are requested to use the first two letter of their name and the 8 digits of the sequences number in the PAN field.</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to Login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).</li> </ul>

- (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 **Unishire Urban Infra Limited** on which you choose to vote.



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- (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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xix) M/s Kamalia & Associates, Advocate has been appointed as the Scrutinizer for providing facility to the members of the company to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Chairman shall, at the 25<sup>th</sup> Annual general meeting (AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinize, by use of "Poling Paper" for all those members who are present at the 25<sup>th</sup> Annual General Meeting (AGM) but have not cast their votes by availing the remote e-voting facility.
- (xxi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 25<sup>th</sup> Annual General Meeting (AGM) as consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.unishire.com](http://www.unishire.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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(xxiii) Note for Non – Individual Shareholders and Custodians.

- Non – Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) 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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User 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](mailto: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.

(xxiv) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Kolkata  
Date : 27-08-2016

By Order of the Board  
**For Unishire Urban Infra Limited**  
Ishita Tamret  
Company Secretary  
Membership No. : A41505