



ANNUAL REPORT 2017 - 18

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CORPORATE INFORMATION**CHAIRMAN**

Mr. Kirti Kantilal Mehta - Chairman

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

COMPANY SECRETARY

Ms. Ishita Tamret - Compliance Officer

BANKERS

HDFC Bank Ltd
ICICI Bank Ltd

AUDITORS

Arun Jain & Associates
Chartered Accountants
2B, Grant Lane, 2nd Floor
Kolkata-700012
Phone: 033-4064 6049

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

(Corporate Identity Number: L67190WB1991PLC051507)
Registered Office: 13/1A, Government Place (East), Top Floor, Kolkata-700069
Corporate Office: 36, Railway Parallel Road, Nehru Nagar, Kumara Park, Bangalore-560020
Phone: 080 23461715
Website: www.unishire.com, E-mail ID: unishire_urban@yahoo.com

CHAIRMAN'S MESSAGE

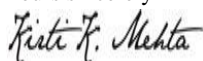
It is my privilege to present to you the 27th Annual Report of your Company Unishire Urban Infra Ltd has completed yet another successful year with the blessings of our shareholders. This was another year of exciting innovations, further improvement in execution and sustained focus on operational efficiencies.

The Indian economy continued to be a bright spot on the global economic scenario in financial year 2017-2018. The Government is taking more and more initiatives to kick-start and sustains the growth momentum in business and industry. However the Indian Corporate Sector will take some more time to get back on a high growth trajectory as it is still recovering from the prolonged slowdown of past years.

I take this opportunity to express my sincere gratitude for the immense support and guidance received by your company. 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 would also like to express my heartfelt thanks to 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

27TH ANNUAL GENERAL MEETING

Date: Monday, 24th September, 2018

Time: 11:00 A.M.

Venue: 13/1A, Government Place (East), Top 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.

**NOTICE
TO THE MEMBERS**

NOTICE is hereby given that the 27th Annual General Meeting of UNISHIRE URBAN INFRA LIMITED will be held on Monday, 24th September, 2018 at 11.00 A.M. at 13/1A, Government Place (East), Top Floor, Kolkata-700069 to transact the following business:

1. To receive, consider and adopt the :-
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2018 and the Report of the Board of Directors and the Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31st, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Vinay K Mehta (DIN: 03586852) who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of M/s Arun Jain & Associates, Chartered Accountants having Firm Registration No. 325867E, Kolkata West Bengal as Statutory Auditors of the Company and to fix their remuneration as may be decided by the Board.

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

Place: Kolkata
Date: July 30th, 2018

Ishita Tamret
Company Secretary
Membership No. : A41505

NOTES:

- a) **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/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- b) The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, the 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive)
- c) The relevant Statements under the SEBI (Listing Obligations and Disclosures Requirements) regulations, 2015 and amendment thereto in respect of re-appointment(s) of Directors are mentioned in this notice.
- d) Members/Proxies are requested to bring their attendance slip to the Meeting and are requested not to bring any article, briefcase, handbag, carry bag etc., as the same will not be allowed to 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.
- e) Members/proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those hold shares in Physical forms are requested to write their Folio Numbers in the attendance slip for attending the meeting.
- f) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g) Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- h) The Companies Act, 2013 and SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015 permits Companies to send soft copies of the annual report to all those shareholders who have registered their email address with the Company/RTA/depository Participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their email address with the Company/RTA/Depository Participants. Accordingly, the Annual report for 2017-2018, Notice for annual general meeting etc., are being sent in electronic mode to those shareholders who have registered their email address with the Company/RTA/Depository Participant. For those shareholders who have not opted for the above, the same are being sent in physical form.

- i) All relevant documents referred to in the accompanying notice are available for inspection at the registered office of the Company during working hours up to the date of Annual General Meeting.
- j) Annual report of the Company circulated to the members of the Company is also available on the Company's website www.unishire.com
- k) **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 27TH ANNUAL GENERAL MEETING OF YOUR COMPANY.**

l) Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is please to provide its members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business contained herein may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- i. The voting period starts on **Thursday, September 20th, 2018 at 9:00 a.m. (IST) and ends on Saturday, September 22nd, 2018 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 (record date) of **Monday, September 17th, 2018**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Facility of voting through Ballot paper shall be made available at the 27th 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.
- iii. 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.
- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- v. The shareholders Should log on to the e-voting website www.evotingindia.com
- vi. Click on "Shareholders" tab.
- vii. 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.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. 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.
- x. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.) <ul style="list-style-type: none"> 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. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. 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 (vii).

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. 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.

- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN for the relevant < Company Name> on which you choose to vote.
- xv. 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.
- xvi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvii. 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.
- xviii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xx. 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.
- xxi. 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.
- xxii. **Note for Non – Individual Shareholders and Custodians.**
 - Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 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 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.
- xxiii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 17th, 2018 may follow the same instructions as mentioned above for e-voting.
- xxiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- II. 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.
- III. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting 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 27th 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.
- IV. The Results shall be declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

DETAIL OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING AGM REG. 36(3)
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Qualification	Brief resume and area of expertise	Directorship in other Listed Companies	Committee Membership	No. of shares held
Mr. Vinay K Mehta (DIN:03586852)	Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University	Mr. Vinay K. Mehta aged 30 Years, is the Non Executive Director of our Company. He has completed his Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University, Belgaum. He has been instrumental in Deploying sales force for Unishire Group. He is having an experience of over 10 Years and looks after the IT and sales of our company	Nil	i. Audit Committee ii Nomination Remuneration Committee iii. Shareholders Grievances Committee	1619700 (6.65%)

Mr. Kirti K Mehta, Chairman, Mr. Pratik K Mehta, Managing Director and Mr. Vinay K Mehta are relatives.

Mr. Vinay K Mehta, the retiring Director, being eligible, offers himself for re-appointment.

Directors of your Company propose to appoint Mr. Vinay K Mehta as a Director, liable by rotation and therefore this resolutions is recommended for approval of the shareholders of the Company.

None of the Directors, except Mr. Vinay K Mehta, himself, Mr. Pratik K Mehta, being relatives, are interested, whether directly or indirectly, in the resolution.

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting the 27th Annual Report of the Company and the Audited Accounts for the year ended March 31st, 2018.

Financial Summary

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

(Amount in ₹)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Total Income	26,786,964	38,301,404	27,058,983	38,323,322
Profit/Loss before Interest, Depreciation & Tax (EBIT)	4,728,645	1,093,434	4,739,968	1,033,367
Finance Charges	3,258	6,608	6,090	7,753
Depreciation and Amortization Expenses	47,606	1,533,038	47,606	1,548,578
Provision for Income Tax (including for earlier years)	1,209,633	294,489	1,212,543	294,489
Net Profit/(Loss) After Tax	3,519,012	798,945	3,527,528	738,902

*previous year figures have been regrouped/rearranged wherever necessary

Financial Performance
Consolidated

On Consolidated basis, the total revenue was maintained at ₹ 27,058,983 as against ₹ 38,323,322 in Financial Year 2016-17. The Profit after Tax in FY 2017-18 was higher at ₹ 3,527,528 as compared to profit of ₹ 738,902 last year

Standalone

On Standalone basis, the Operation Revenue stood ₹ 26,786,964 in Financial Year 2017-18, as against ₹ 38,301,404 in Financial Year 2016-17. The Profit after Tax in FY 2017-18 was higher ₹ 3,519,012 as compared to profit of ₹ 798,945 last year.

State of the affairs of the Company

Details of State of the Company's Affairs are given in the Management Discussion and Analysis.

Dividend & Reserves

Your Directors did not recommend any dividend for the financial year 2017-18 and not proposed to carry any amount to reserves.

Change in the nature of the business

During the year under review, there was no change in the nature of the business of the Company

Deposits

Your Company has not accepted any deposits from the public or shareholder during the year, nor has any unclaimed or unpaid deposits at the end of the financial year 2017-18.

Number of meetings of the Board

The Board met five (5) times during the financial year, the details of which are given in the Corporate Governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Listing Regulations.

Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- a) In the preparation of the annual accounts for the financial year ended March 31st, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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 March 31st, 2018 and of the profit and loss of the company for that period;
- c) 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
- d) The Directors had prepared the annual account on a going concern basis;
- e) 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;
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration from Independent Directors

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that they meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Policy on Directors' Appointment and Remuneration {Sec 178(4)}

The Company had already constituted Nomination and Remuneration Committee as required under Sub-Section (1) of Section 178 of the Companies Act, 2013 comprising three Non-Executive Directors. Mrs. Reena Jain, Chairperson, Mr. Suresh Kumar Patni, and Mr. Vinay K Mehta, Members of the Committee.

The Company has also formulated a Policy on directors' appointment and remuneration including criteria for determining qualifications, positive attitudes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013 and the same is annexed as **Annexure-I** with this report.

Board Evaluation

As per regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that the performance evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding Directors being evaluated.

The evaluation of all the directors and the Board as a whole was conducted by the Board based on the criteria and framework generally followed in the industry.

None of the Independent Directors are due for re-appointment.

Directors and Key Managerial Personnel**Re-appointment**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Vinay K Mehta, Director would retire by rotation at the ensuing Annual General Meeting and being eligible, for re-appointment.

Auditors**Statutory Auditors**

In terms of Section 139 of the Companies Act, 2013, M/s Arun Jain & Associates, Chartered Accountants (Regn. No. 325867E), Kolkata, were appointed by the members in its 23rd Annual General Meeting held on September 30th, 2014 as Statutory Auditors of the