



 **UNISHIRE[®]**
Spreading acres of joy

ANNUAL REPORT 2018 - 19

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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 –Non Independent Director
Mr. Suresh Kumar Patni	-	Non-Executive – Independent Director
Mrs. Reena Jain	-	Non-Executive – Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ashok Gupta	-	Chief Executive Officer
Mr. Surya Bishnoi	-	Chief Financial Officer
Ms. Ishita Tamret	-	Company Secretary / Compliance Officer

BANKERS

HDFC Bank Ltd
ICICI Bank Ltd

STATUTORY AUDITORS

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

INTERNAL AUDITORS

DS Associates
Chartered Accountants
10, Parmar Road, P.O Bhadrakali
Hooghly – 712 232
Mobile : 9231593251

SECRETARIAL AUDITOR

Rupa Gupta
Practising Company Secretary
52 Sankari Para Road
Bhawanipore
Kolkata – 700 025

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

AUDIT COMMITTEE

Mr. Suresh Kumar Patni – Chairperson
Mrs. Reena Jain
Mr. Vinay Kirti Mehta

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE

Mr. Suresh Kumar Patni -Chairperson
Mrs. Reena Jain
Mr. Vinay Kirti Mehta

NOMINATION AND REMUNERATION COMMITTEE

Mr. Suresh Kumar Patni -Chairperson
Mrs. Reena Jain
Mr. Vinay Kirti Mehta

(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 the 28th Annual Report of the Company Unishire Urban Infra Ltd who has completed 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 2018-2019. 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

28TH ANNUAL GENERAL MEETING

Date: Tuesday, 24th September, 2019

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

NOTICE is hereby given that the 28th Annual General Meeting of **UNISHIRE URBAN INFRA LIMITED** will be held on Tuesday, 24th September, 2019 at 11.00 A.M. at the Registered Office of the Company at 13/1A, Government Place (East), Top Floor, Kolkata-700 069 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2019 and the Report of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in the place of Mr. Vinay K Mehta (DIN: 03586852) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment (s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee, Mr. Sanjoy Saha, Chartered Accountants, (Membership No.312149) be and is hereby appointed as a Statutory Auditors of the Company in place of M/s. Arun Jain & Associates, Chartered Accountants, (Firm Registration No. 325867E) the retiring Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of 33th Annual General Meeting of the Company, subject to the ratification as to the said appointment at every Annual General Meeting, at a remuneration as may be determined by the Board of Directors of the Company apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of the Audit in consultation with the said Auditor."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Pratik Kirti Mehta (DIN: 01386506) as the Managing Director.

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Pratik Kirti Mehta (DIN: 01386506), as an Executive Director of the Company, for a period of 3(Three) years with effect from 24th September, 2019 to 23rd September, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Mr. Pratik Kirti Mehta shall have the right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT Mr. Pratik Kirti Mehta shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.

5. Re-appointment of Mr. Suresh Kumar Patni (DI N: 03464170) as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suresh Kumar Patni (DIN: 03464170), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of three consecutive years with effect from 24th September, 2019 to 23rd September, 2022 and whose office shall not be liable to retire by rotation”.

6. Re-appointment of Mrs. Reena Jain (DIN: 05210835) as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Reena Jain (DIN: 05210835), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of three consecutive years with effect from 24th September, 2019 to 23rd September, 2022 and whose office shall not be liable to retire by rotation”.

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

Place: Kolkata
Date: August 24, 2019

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. IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED IT IS ADVISABLE THAT THE PROXY HOLDER’S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES.**

A Person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company, carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.

- b) The Register of members and Share Transfer Books of the Company will remain closed from Wednesday, the 18th September, 2019 to Tuesday day, 24th September, 2019 (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) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details of the irrespective Dps and those who have in physical mode are requested to provide their PAN details to the Company or its registrar.
- h) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/ RTA (Purva Sharegistry (India) Pvt Ltd, for consolidation into a single folio.
- i) Corporate members indenting 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.
- j) Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April 2018 has directed all companies to obtain the Bank Account details of their members and update security holder's data so that the dividend may be paid via electronic bank transfer. Accordingly, Members holding shares in physical form who have not yet provided their bank details are requested to provide their PAN, Bank Account Number, name and address of the bank & IFSC Code . In respect of members who are holding shares in electronic form, their bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any change in bank particulars, will therefore be intimated to Depository participants.
- k) The Shares of the Company are traded in Demat Segment only. Members who still hold the shares of the Company in physical form are advised to contact their depository participants for dematerialization of their holdings in their own interest . Further SEBI had vide its Notification No. SEBI/LAD-NRGO/GN/2018/24 Dated 8th June , 2018 and further notifications in this regard, stated that with effect from 1st April , 2019 , transfer of shares of Listed Company shall take place in dematerialized form only.
- l) 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 2018-2019, 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.
- m) 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.
- n) Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of Section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participants for recording nomination in respect of their shares.
- o) Annual report of the Company circulated to the members of the Company is also available on the Company's website www.unishire.com
- p) **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 28th ANNUAL GENERAL MEETING OF YOUR COMPANY.**
- q) **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 28th 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 **Saturday, September 21st, 2019 at 9:00 a.m. (IST) and ends on Monday, September 23rd, 2019 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 **Tuesday, September 17th, 2019**, 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 28th 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, 2019 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 28th 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.

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

Place: Kolkata
Date: August 24, 2019

Ishita Tamret
Company Secretary
Membership No. : A41505