

 **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.

- (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 Wednesday, 17th September, 2014 at 09: 00 A.M. and ends on Friday, 19th September, 2014 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 Friday, 5th September, 2014, 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.

By Order of the Board
For Unishre Urban Infra Limited

Place: Kolkata
Date: 05th September, 2014.

Akriti Sharma
Company Secretary

DIRECTORS' REPORT

To
The Shareholders,

Yours Directors are pleased to present their 23rd Annual Report and the Company's audited annual accounts for the financial year ended March 31, 2014.

FINANCIAL RESULT

The Company's financial performance for the year ended March 31, 2014 is summarized below:-

Particular	For the financial year ended 31st March, 2014	For the financial year ended, 31st March, 2013
	Amount (Rs.)	Amount (Rs.)
Net Profit / (Loss) Before Tax	9,12,607.00	3,04,615.00
Less: Current Tax	(1,95,512.00)	(2,84,160.00)
Deferred Tax	(10,099.00)	-
Profit for the year	7,06,996.00	20,455.00
Add: Balance in profit & Loss A/C	-	-
Add: On Amalgamation	-	-
Less: Appropriation:	-	-
Transfer to General Reserve	-	-
Transfer to Capital Redemption Reserve on buy back of Equity Shares	-	-
Proposed Dividend on Equity Shares	-	-
Basic	0.029	0.004
Diluted	0.056	0.033

EQUITY DIVIDEND

The Board regrets their inability to recommend any dividend in view of meager profit during the year under review.

SHARE CAPITAL

Your Company has come out with Initial Public offer of 643.00 Lacs and Preferential Issue of 1272.56 Lacs. The paid-up Equity Share Capital of your Company has gone up to Rs. 2435.85 Lacs from 520.29 Lacs during the financial year 2013-14.

REVIEW OF PERFORMANCE OF THE COMPANY

The year 2013-14 witnessed a turbulent business environment that moderated growth. The year started with optimism but as it progressed, there were challenges of inflation, decelerating growth and worsening investment may lead to disappointment. The Company has come with an Initial Public Offer in the BSE-SME Segment to deal in the market. During the year under review, the Company has earned Operational Loss of Rs. 44.23 Lacs and non-operational income of Rs. 87.65 Lacs. However, due to administrative & other expenses the Company has earned a net profit of Rs. 53.39 Lacs All these factors had an impact on the working of your company and the results are depressed.

DIRECTORS

Mr. Vinay K Mehta, Director retires by rotation at the forthcoming Annual General Meeting and being eligible to offer himself for re-appointment.

AUDITORS

M/s. Arun Jain & Associates, Chartered Accountant, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s Arun Jain & Associates, Chartered Accountants, as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 27th AGM to be held in the year 2018, subject to annual ratification by the members at AGM.

As required under the provisions of section 139 of the Companies Act, 2013, the Company has obtained a written Certificate from the above Auditors proposed to be re-appointed to the effect that their re-appointment, if made, is in accordance with the conditions specified in the said section.

The Notes to the Accounts referred to in the Auditors' Report are self – explanatory and therefore do not call for any further explanation.

RECONSTITUTION OF COMMITTEES

The Remuneration Committee and the Shareholders'/ Investors' Grievance Committee of the board were reconstituted and renamed as nomination and remuneration Committee and stakeholders' relationship committee complying with the requirement of the provision of the Companies Act, 2013 and rules framed there under.

HUMAN RESOURCES

The Board of Directors wishes to place on record their sincere appreciation to all the employees of the Company for their dedication, commitment and loyalty to the Company.

PARTICULARS OF EMPLOYEES

None of the Employees Fall under purview of section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49 is attached to the Report on corporate governance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The information required to be furnished pursuant to Section 217(1)(e) of the erstwhile Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is appended hereto and forms part of this Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- i) In the preparation of the annual accounts for the financial period ended 31st March, 2014 the applicable accounting standards have been followed.
- ii) Approving accounting policies have been selected and applied consistently and have made 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 as at 31st March, 2014 and the profit for the year 1st April, 2013 to 31st March, 2014.
- iii) Proper and sufficient care has been taken for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) The annual accounts for the financial year ended 31st March, 2014 have been prepared on a going concern basis.

LISTING WITH STOCK EXCHANGE

The shares of your Company are continued to be listed at BSE-SME platform (Stock Code: 537582). The listing fees payable to the exchanges for the financial year 2013-2014 have been paid. Further, Annual Custody Fees has also been paid to NSDL and CDSL.

ACKNOWLEDGEMENT

Your Directors wish to express their gratitude for the continued assistance and support received from the investors, bankers, financial institutions and government authorities during the year. Your Directors also wish to place on record their deepest sense of appreciation for the efforts put in by the employees to place the Company on a path of growth and progress.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: 30th day of May, 2014

Pratik K Mehta
Chairman

ANNEXURE FORMING PART OF THE DIRECTORS' REPORT

Information pursuant to section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo.

A. CONSERVATION OF ENERGY

The Company uses electric energy for its equipment such as office equipment, computers, lighting and utilities in the work premises. As an ongoing process, the following measures are undertaken to conserve energy:

- a) Implementation of viable energy saving proposals.
- b) Installation of automatic power controllers to save maximum demand charges and energy.
- c) Training front-end operational personnel on opportunities of energy conservation.
- d) Awareness and training sessions for maintenance personnel conducted by experts.

B. TECHNOLOGY ABSORPTION

The Company believes that technological obsolescence is a practical reality. Our research activities will help us to prepare for future growth & opportunities. Our objective is to carry out applied research in the areas that are closely related to realization of the business objectives of the Company and seek to en cash available business opportunities.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no foreign exchange earnings and Outgo during the year under review and the previous financial year.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: 30th day of May, 2014

Pratik K Mehta
Chairman

MANAGEMENT'S DISCUSSION AND ANALYSIS

INDUSTRY, STRUCTURE AND DEVELOPEMENT

ECONOMIC OVERVIEW

The overall economy continue to decline during the year under the review and all economic indicators such as GDP, Industrial Growth rate, etc. speak out the dismal business conditions prevalent during the year under review. The only silver lining was that at the end of the year the inflation rate had moderated. The infrastructure sector is closely linked with the national economy and therefore bore the brunt of the slowdown. However considering that targets of growth of the economy cannot be achieved without infrastructure growth, ambitious plans for investment into various sectors of infrastructure. It is therefore expected that going forward some of the factors that have held up infrastructure growth will be resolved.

BUSINESS OVERVIEW

We are currently engaged in the business of real estate development and construction. Our company is also engaged in equity shares trading and investing activities. In September 2013 Mr. Pratik K Mehta, Mr. Vinay K Mehta, Mr. Kirti K Mehta and Mrs. Nutan K Mehta took over the control of management and accordingly your company entered in the business of construction. Our operation will span all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects, through to the maintenance and management of our completed developments.

OPPORTUNITIES AND THREATS

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2013-14 appear reasonable, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company deals in real estate development and construction and investing activities.

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.

RISKS AND CONCERNS

As an enterprise with presence in different segments of infrastructure industry as well as dealing in investment segments and considering the high levels of economic volatility currently witnessed in the global markets, the Company is exposed to a number of risks that impact our businesses in varying measures. It is imperative to identify and address these risks and at the same time leverage opportunities for achieving the set objectives. The Company's risk

management framework is in line with the current best practices and effectively addresses the emerging challenges in a dynamic business environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The details of the financial performance are appearing in the financial statements separately. The highlights of the same are also mentioned in the Directors' Report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

Human Resource is a function in organizations designed to maximize employee performance in service of their employer's strategic objectives. The Company recognizes that its success is deeply embedded in the success of its human capital. During 2013-2014, the company further strengthened its infrastructure and systems to support its operations.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: 5th day of September, 2014

Pratik K Mehta
Chairman

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance refers to the set of systems, principles and processes by which a company is governed. Your Company is committed to adopt the best practices of Corporate Governance. "Unishire" believes that good Corporate Governance is essential to achieve long-term corporate goals and to enhance stakeholders' value.

Corporations around the world are recognizing that sustained growth of their organization requires cooperation of all stakeholders, which requires adherence to the best corporate governance practices. In this regard, the management needs to act as trustees of the shareholders at large and prevent asymmetry of benefits between various sections of shareholders, especially between the owner-managers and the rest of the shareholders.

Keeping in view your Company's ultimate objective is to constantly promote and enhance the stakeholders' legitimate interests.

2. COMPOSITION OF THE BOARD

The Board consists of Four (4) Directors, including one Executive Chairman/Managing Director. Three (3) Non- Executive Director; out of them two (2) are Independent Directors. The Independent Directors are actively contributing in the deliberations of the Board, covering all strategic policy matters and strategic decisions.

During the year, Twenty One board meetings were held on. The company's last Annual General Meeting was held on 30th September, 2013.

The particulars of Directors, their attendance during the financial year 2013-2014 and also other Directorships and Board Committee Representations of Public Limited Companies are as under:

Name of the Director & Designation	Category	Attendance		Other Board Representation*	
		No. of Board Meetings	Last AGM	Directorship/ Chairman	Committee #
Mr. Pratik K Mehta Chairman/Managing Director	Executive	8	Yes	10	Nil
Mr. Vinay K Mehta	Non-Executive Non-Independent	8	Yes	7	Nil
Mr. Suresh Kumar Patni	Non-Executive Independent	19	Yes	1	Nil
Mrs. Reena Jain	Non-Executive Independent	9	Yes	NA	Nil

Mr. Sanjay Kumar Jain Managing Director ##	Executive Non-Independent	15	Yes	NA	Nil
Mr. Deepak Agarwal ###	Executive Non-Independent	15	Yes	NA	Nil
Mr. Vikash Sharma Additional Director ####	Non-Executive Independent	4	NA	NA	Nil
Mrs. Suman Jain Additional Director #####	Non-Executive Independent	4	NA	NA	Nil

- * Excluding Directorships in Private, Foreign Companies, NA- Not Applicable
- # Includes Audit Shareholders Grievances and Nomination Remuneration Committees of Public Limited Companies only.
- ## Resigned from Board as Director w.e.f. 18th November, 2013.
- ### Resigned from Board as Director w.e.f. 18th November, 2013.
- #### Resigned from Board as Director w.e.f. 19th June, 2013.
- ##### Resigned from Board as Director w.e.f. 19th June, 2013.

3. AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in 2013. In terms of the resolution passed by the Board at its meeting held on May 15, 2013 the Audit Committee has been granted powers prescribed under Clause 49 (IIC) of the Listing Agreement and the scope of the activities of the Audit Committee is as set out in clause 49 of the Listing Agreement with the Stock Exchanges. Some of the members of the committee have resigned from the board since the committee has been re-constituted in terms of the resolution passed in the Board meeting which held on 25th November, 2013. Further the Board has at its meeting held on May 30, 2014 stated that terms of reference, power and role of Audit Committee shall be as specified in the Companies Act, 2013 and listing agreement, as amended from time to time.

The composition of the Audit Committee and the details of the meetings of the Committee attended by the Directors during the financial year 2013-14, are given below:

Name of Member	Category	No. of meetings attended
Deepak Agarwal *	Executive Director	3
Suresh Kumar Patni	Independent Non-Executive Director	4
Reena Jain	Independent Non-Executive Director	4
VinayKirti Mehta	Non Independent Director	2

* Resigned from Board as a Director w.e.f. 18th November, 2013.

During the year, besides the regular review of the financial reporting processes, financial statements, internal control systems of the company and compliance with regulatory guidelines were reviewed. The Committee held regular interaction with Statutory Auditors to benefit from their professional perspective on the Company's Accounts.

4. **NOMINATION & REMUNERATION COMMITTEE**

The Remuneration Committee of the Board has been constituted in 2013 as per clause of Listing Agreement. Since some of the members of the committee have resigned from the Board, So the committee has been re-constituted in terms of the resolution passed in the Board meeting which held on 25th November, 2013. Further the Board has at its meeting held on May 30, 2014 stated that terms of reference, power and role of Remuneration Committee shall be as specified in the Companies Act, 2013 and listing agreement, as amended from time to time such that the name should be Nomination & Remuneration Committee instead of Remuneration Committee.

The Committee met Four (4) times during the financial year 2013-14. The composition of the Nomination & Remuneration Committee and the details of the meetings of the Committee attended by the Directors during the financial year 2013-14, are given below:

Name of the Member	Category	No. of Meeting Attended
Mr. Suresh Kumar Patni	Independent –Non-Executive Director	4
Mr. Deepak Agarwal*	Executive –Director	3
Mrs. Reena Jain	Independent –Non-Executive Director	4
Mr. VinayKirti Mehta	Non-Executive Director	4

*Resigned from the Board as a Director w.e.f. 18th November, 2013.

Remuneration Policy:

The Independent as well as Non-Executive Directors of the company are paid remuneration through sitting fees. The Company pays remuneration by way of salary to the Managing Director as determined by the Board on the recommendations of the Remuneration Committee, subject, however, to the overall ceiling on remuneration stipulated in Sections 198, 269, 309 and 310 read with schedule XIII all other applicable provisions, if any, of the Companies Act, 1956.

The details of sitting fees paid to the Directors and salary paid to the Managing Director of the Company during the year 2013-2014 are given below:

Name of the Director	Sitting Fees		Total
	Board Meeting	Committee Meeting	
Mr. Vinay Kirti Mehta	1200	1200	2400
Mr. Suresh Kumar Patni	1200	1200	2400

Mrs. Reena Jain	1200	1200	2400
	Salary		Total
Mr. Pratik Kirti Mehta, Managing Director	50000		50000
Service Contract		5 years from 19 th November, 2013	

5. SHAREHOLDER'S GRIEVANCE & SHARE TRANSFER COMMITTEE

The committee constituted in 2013 in terms of the resolution passed in the Board meeting which held on May 15, 2013. The committee specifically looks into the redressal of Investor's complaints like transfer of shares, issue of duplicate share certificates, transmission of shares etc. Since some of the members of the committee have resigned from the Board the committee has been re-constituted in terms of the resolution passed in the Board meeting which held on 25th November, 2013. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

COMPLIANCE OFFICER

The Company has appointed Ms. Akriti Sharma as a Compliance Officer within the meaning of Listing Agreement.

The Composition of the Shareholder's Grievance and Share Transfer Committee and details of the meeting attended by the Directors are given below:

Name of the Member	Category	No. of Meeting Attended
Mr. Pratik Kirti Mehta	Managing Director	3
Mr. Vinay Kirti Mehta	Non-Executive Director	3
*Mr. Sanjay Kumar Jain	Executive Director	3
**Mrs. Reena Jain	Independent –Non-Executive Director	3
Mr. Suresh Kumar Patni	Independent –Non-Executive Director	3

*Resigned from the Board as a Director w.e.f. 18th November, 2013.

** Resigned from the committee as Member w.e.f 25th November, 2013

During the year 2013-2014, the company received 34 complaints from the investor. As on 31st March, 2014 there were seven investor grievances pending and no transfer were pending for approval.

6. GENERAL BODY MEETINGS

a) Particulars of Annual General Meetings (AGM) held during last three years:

Financial Year	Date	Venue	Time	Special Resolutions Passed
2012-13	30 th September 2013	1, Crooked Lane, Kolkata-700069	3.00P.M.	Regularisation of new Directors appointment.
2011-12	28 th September 2012	1, Crooked Lane, Kolkata-700069	12.30P.M.	None
2010-11	28 th September 2011	1, Crooked Lane, Kolkata-700069	12.00P.M.	None

b) Details of Extra-ordinary General Meeting held during the year

Date	Venue	Time	Special Resolutions Passed
29/05/13	1, Crooked Lane, Kolkata-700069	2.00P.M.	Addition in Object Clause and amendment to the Memorandum of Association
26/08/13	1, Crooked Lane, Kolkata-700069	1.00P.M.	Increase in authorized share capital, Under section 81(1A) Preferential Allotment and amendment to the Memorandum of Association
06/09/13	1, Crooked Lane, Kolkata-700069	1.30P.M.	Under section 81(1A) Issue of Further Shares to non-members, Alteration of Object Clause and amendment to the Memorandum of Association
22/10/13	1, Crooked Lane, Kolkata-700069	3.00P.M.	Change of Company Name, Appointment of Managing Director and amendment to the Memorandum of Association
12/12/13	1, Crooked Lane, Kolkata-700069	1.00P.M.	Under section 81(1A) Issue of Further shares by way of Initial Public Offer

c) Details of Special Resolution is proposed to be conducted through postal ballot- NONE

7. DISCLOSURES

- The company has complied with all the requirements relating to related party transactions and the details were reported in financial statements. The Register of contracts containing the transactions in which Directors are interested is regularly placed at the Board Meetings.
- The Company has complied with all the requirements of the listing agreement with Stock Exchanges as well as the applicable Regulations and guidelines prescribed by SEBI.
- The Company has followed all the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.
- There were no penalties imposed on the Company by Stock Exchanges or SEBI, or an statutory authority for non-compliance of any matter related to capital markets

- v) There is no Whistle Blower mechanism in the Company.
- vi) The Company adopted non mandatory item of constituting the Remuneration Committee not only to review the remuneration paid to the Managing Director but also to review the remuneration of Senior Executives as and when they come for review.
- vii) The Company has no Subsidiary Company.

8. MEANS OF COMMUNICATION

The Half Yearly and Annual Results of the Company are e-mailed to the Stock Exchanges on which the company's shares are listed, immediately of closure of meeting of the Board of Directors in accordance with the Listing Agreement. These were not sent individually to the shareholders. Official news releases, including on the half-yearly and annual results, are also posted on the Company's website www.unishire.com.

Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company. Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION

- a) Date, Time and Venue of the next AGM:

Tuesday, September 30, 2014 at 11.00 A.M. at Registered Office of the Company 1st Crooked lane, 1stFloor, Kolkata-700069

- b) Financial Calendar : April to March
Annual General Meeting : September
Dividend Payment : N.A.
- c) Date of Book Closure : September 17th to September 19th, 2014(both days Inclusive)
- d) Dividend payment date : No dividend will be paid for F.Y 2013-14
- e) Listing on Stock Exchange : The Company's shares are listed on BSE Ltd
The Company has paid the annual listing fees to the Stock Exchange for the financial year 2013-14
- f) Stock Code : 537582 (BSE)
- g) Market Information : Market Price Data: High, Low (based on the closing prices) and volume during each month are as under. (As the Equity Shares of your company get listed on BSE-SME Platform as on 28th February, 2014, so the two months high ,low and volume of shares are as follows:

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
Feb-2014	12.05	11.45	2,20,000
Mar-14	14.90	09.45	1010000

h) Performance of the Company's Share Price

The performance of the Company's share price in comparison to broad based indices during the financial year is as under:

i) Registrar & Transfer agents:

Purva Shareregistry (India) Pvt Ltd
 No.9, Shiv Shakti Ind. Estate,
 Ground Floor,
 J.R.Boricha Marg,
 Lower Parel
 Mumbai-400011

j) Share Transfer System:

1) Physical Form:

Share Transfer in physical form can be lodged either at the Registered Office of the Company or with Purva Shareregistry (India) Pvt. Ltd., the Registrars & Transfer Agents, at the above-mentioned address or any of their branch offices, addresses of which are available on their website.

Transfers are normally processed within 15 days from the date of receipt, provided the documents are complete in all respects. Certain executives (including the Managing Director) are severally empowered to approve transfers.

2) Demat Form:

The Company has made arrangements to dematerialize its shares through National Securities Depository (NSDL) and Central Depository Services (India) Limited (CDSL) and Company's ISIN No. INE210P01015.

k) 1) Distribution Schedule as on 31st March 2014.

Shareholding of nominal value	Shareholders		Share Amount	
	Rs.		Rs.	
	Number	%to total		%to total
40001-50000	1	0.13	50000	0.20
50001-100000	534	69.53	53400000	21.92
100001 and above	233	30.34	190135000	78.06
TOTAL	768	100.00	243585000	100.00

2) Shareholding pattern as on 31.03.2014:

Sl.No.	Category	No. of Shares	%
I.	Promoters/Associate companies, etc	6500000	26.68
II.	Financial Institutions	-	-
III.	Foreign Financial Institutions	-	-
IV.	OCBs/Foreign Companies	-	-
V.	Other Bodies Corporate/Trusts	950000	3.90
VI.	Directors & Relatives	-	-
VII.	General Public	16908500	69.42
	TOTAL	24358500	100.00

3) Shareholding more than 1% of the Equity Share capital as on 31.03.2014:

Sl.No.	Name of shareholders	No. of Shares	%
1.	Sandeep Chhabra	500000	2.05
2.	Ravi Ompraksah Agarwal	500000	2.05
3.	Fort Share Broking Pvt Ltd	290000	1.19
4.	Sandeep Chhabra HUF	250000	1.03
5.	Sanjay Chhabra HUF	250000	1.03
6.	Sanjay Chhabra	250000	1.03
7.	Suraj Omprakash Agarwal	250000	1.03
8.	Namita Chhabra	250000	1.03
9.	Niraj Omprakash Agarwal	250000	1.03
10.	Dhiraj Omprakash Agarwal	250000	1.03
11.	Archana Suraj Agarwal	250000	1.03
12.	Amita Ravi Agarwal	250000	1.03
13.	Sanchiti Agarwal	250000	1.03
14.	Rupali S Agarwal	250000	1.03

l) Dematerialization of shares and liquidity:

99.67% of the share capital of the Company had been dematerialized till March 31, 2014.
The Company's shares are frequently traded on BSE – SME Segment.

m) The Company has no outstanding GDR/ADR/Warrants or any convertible instruments:

n) Address for correspondence : 1, Crooked Lane
1st Floor, Room No.126, Kolkata-700069
Tel: 033-30224841
Fax: 033-30224842
E-mail: uni_urbaninfra@unishire.com
Website: www.unishire.com

A Certificate from the Auditors of the Company, M/s Arun Jain & Associates, Chartered Accountant, regarding due Compliance of condition stipulated in Clause 49 of the Listing Agreement is annexed hereto:

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the members of Unishire Urban Infra Limited,

We have examined the compliance of conditions of Corporate Governance by M/s Unishire Urban Infra Limited for the year ended 31st March, 2014, as stipulated in clause 49 of the Listing agreement entered into by the Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Guarantee. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above- mentioned Listing Agreement.

We state that such compliance is neither an assurance as per the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Arun Jain & Associates
Chartered Accountants
(Firm Reg. No. 325678E)

Arun Kumar Jain
Proprietor
Membership No. 053693

Place: Kolkata
Date: 05th September, 2014

**MANAGING DIRECTOR CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
CERTIFICATE ON CORPORATE GOVERNANCE**

To
The Board of Directors,
Unishire Urban Infra Ltd

We have reviewed the financial statements and the cash flow statements of Unishire Urban Infra Ltd (the Company) for the financial year ended 31st March, 2014 and certify that:

- A. These statements, to the best of our Knowledge and belief :
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Issuer's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, of which we are aware and the steps taken and proposed to be taken to rectify these deficiencies.
- D. We have also indicated to the auditors and the Audit committee:
 - i. Significant changes in the internal controls with respect to financial reporting during the year and the achievement of adequate internal controls within the Company's ERP system;
 - ii. Significant changes in accounting policies during the year and these have been disclosed in the notes to the financial statements;
 - iii. To the best of our knowledge and belief, there are no instances of significant fraud involving either the Management or employees having a significant Role in the Company's internal control systems with respect to financial reporting.

Place: Kolkata

Date: 05th day of September, 2014.

Pratik K Mehta
Managing Director

Ashok Gupta
Chief Executive Officer

Surya Bishnoi
Chief Financial Officer

INDEPENDENT AUDITORS REPORT**TO THE MEMBERS OF
UNISHIRE URBAN INFRA LIMITED****REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Unishire Urban Infra Limited ("the Company") which comprises the Balance Sheet as at March 31, 2014 and the statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ('the Act') (which continue to be applicable in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility included the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014
- b) In the case of the Statement of Profit and Loss, of the Company for the year ended on that date and
- c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
 - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2014 from being appointed as a director in terms of Section 274(1) (g) of the Act.

For Arun Jain & Associates
Chartered Accountants
(FRN NO. 325867E)

C.A. Arun Kumar Jain
Proprietor
Membership No. 053693

Place: Kolkata
Date: 30th May, 2014

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of Unishire Urban Infra Limited)

1. In respect of the Company's fixed assets:
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) According to the information and explanations given to us, the fixed assets were physically verified by the management in accordance with programme of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on physical verification were not material and have been properly dealt with in the books of account.
 - c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of the Company's inventories:
 - a) As explained to us, stock of commodities, shares & securities were physically verified during the year by the Management.
 - b) In our opinion and according to the information and explanations given to us the procedure of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us the company has maintained proper records of its inventories and no material discrepancies were noted on such physical verification of stock of commodities, shares & securities.
3. The Company has granted unsecured loans to companies, Firms or other parties covered in the register maintained under section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business.
5. In our opinion and according to the information and explanations given to us, no transactions need to be entered into the register in pursuance of section 301 of the Act.
6. The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Act and the rules framed there under.

7. In our opinion, the requirement of reporting on an internal audit system is not applicable for the company.
8. The Central Government has not prescribed maintenance of cost records under section 209(1) (b) of the Companies Act, 1956 for any of the products of the company.
9. According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, cess and other material statutory dues as applicable with appropriate authorities.
10. In our opinion, there are no accumulated losses of the company.
11. According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of due to any financial institution or bank or debenture holders as at the balance sheet date.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special nature applicable to chit fund/nidhi/mutual benefit fund/ securities are not applicable to the company.
14. In our opinion, the company has maintained proper records of the transactions in shares, securities, debentures and other securities and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company, in its name except to the extent of the exemption, if any, granted under section 49 of the Act.
15. In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the period.
16. The company has not taken any term loans.
17. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis, which have been used for long term investments and vice-versa.
18. The company has not made any preferential allotment of share to parties and companies covered in the register maintained under section 301 of the Act during the year.

19. The company has no debentures and hence the question of creating of any security does not arise.
20. The company has raised money by public issue of Rs. 643 Lacs and Preferential Allotment of Rs. 1272.56 Lacs during the year and such provision of clause 20 of Paragraph 3 of the aforesaid order in our opinion is applicable to the company.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, we have not been inform of such case by the, management.

Arun Jain & Associates
Chartered Accountants
(Firm Reg. No.325867E)

Place: Kolkata
Date: 30th May, 2014

Arun Kumar Jain
Proprietor
Membership No. 053693

Particulars	Notes	As at 31st March, 2014		As at 31st March, 2013	
EQUITY AND LIABILITIES					
Shareholder's Funds					
(a) Share Capital	2	243,585,000		52,029,000	
(b) Reserves and Surplus	3	3,280,396	246,865,396	2,573,400	54,602,400
Current Liabilities	4				
(a) Other Current Liabilities		142,057		643,233	
(b) Short-Term Provisions		500,929	642,986	295,318	938,551
Total			247,508,382		55,540,951
ASSETS					
Non- Current Assets	5				
(a) Fixed Assets					
Tangible Assets			456,864		581,114
(b) Non Current Investments		75,647,337		13,134,744	
(c) Long Term Loans and Advances		12,343,000		200,000	
(d) Other Non Current Assets		5,073,339	93,063,676	5,514,772	18,849,516
Current Assets	6				
(a) Inventory		6,632,091		6,208,890	
(b) Trade Receivables		5,571,397		1,883,885	
(c) Cash and Cash Equivalents		3,019,980		489,089	
(d) Short Term Loans & Advances		134,575,870		27,021,094	
(e) Other Current Assets		4,188,505	153,987,843	507,363	36,110,321
Total			247,508,383		55,540,951
Significant Accounting Policies	1				

The accompanying notes form an integral part of this Balance Sheet.

For and on behalf of Board of Directors

Pratik K Mehta
Managing Director

Vinay K Mehta
Director

Kolkata
30 May, 2014

Akriti Sharma
Company Secretary

As per our report of even date:
For Arun Jain & Associates
Chartered Accountants
ICAI FRN: 325867E

(CA Arun Kumar Jain)
Proprietor
M.No. 053693

Kolkata, the 30th day of May, 2014.

Particulars	Notes	Year Ended 31st March, 2014		Year Ended 31st March, 2013	
INCOME					
Revenue from Operations	7		58,162,747		42,699,414
Other Income	8		8,764,912		2,632,806
Change in Inventory	9		423,201		2,528,048
Total Revenue			67,350,860		47,860,268
EXPENSES					
Purchase of Stock in Trade	10		63,008,799		45,944,878
Employee Benefits Expense	11		977,794		297,449
Finance Costs	12		4,034		848
Depreciation & Amortisation Expenses	13		857,041		185,774
Other Expenses	14		1,590,584		1,126,704
Total Expenses			66,438,252		47,555,653
(Loss) / Profit Before Tax			912,608		304,615
Tax Expense :					
Current Tax		(195,512.00)		(284,160.00)	
Deferred Tax		(10,099.00)	(205,611)	-	(284,160)
(Loss) / Profit for the year			706,997		20,455
Earning Per Equity Share:					
(1) Basic			0.029		0.004
(2) Diluted			0.056		0.033
Significant Accounting Policies	1				

The accompanying notes form an integral part of this statement of profit and loss.

For and on behalf of the Board of Directors

Pratik K Mehta
Managing Director

Vinay K Mehta
Director

Kolkata
30th May, 2014

Akriti Sharma
Company Secretary

As per our report of even date:
For Arun Jain & Associates
Chartered Accountants
ICAI FRN: 325867E

(CA Arun Kumar Jain)
Proprietor
M.No. 053693
Kolkata, the 30th day of May, 2014.

**NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED
MARCH 31, 2014**

1. Unishire Urban Infra Limited (the Company) was incorporated on 23th April, 1991. The principal activity of the Company is real estate development and construction. Our company is also engaged in equity shares trading and investing activities. In September, 2013 Mr. Pratik K Mehta, Mr. Vinay K Mehta, Mr. Kirti K Mehta and Mrs. Nutan K Mehta took over our company and accordingly our company entered in the business of construction.
2. Significant accounting policies
 - (i) Basis of Preparation of Financial Statements:

The accompanying financial statements of the company have been prepared in accordance with Indian GAAP and presented under the historical cost convention on the accrual basis of accounting and comply with Accounting Standards by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 ("Act") to the extent applicable and the revised Schedule VI to the accounting policies have been consistently by the company. The financial statements are presented in Indian rupees.
 - (ii) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make certain estimates and assumption that affect reported amount of assets, liabilities (including disclosures of contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statements are bases on management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from those estimates. Any revisions to accounting estimates are recognized prospectively in current and future goods.
 - (iii) Fixed Assets:

All tangible assets are stated at cost accumulated depreciation and amortization. The cost of the assets includes purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to profit & loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.
 - (iv) Depreciation/amortization:

Depreciation on all tangible fixed assets is provided on written down valued method in terms of Section 350 of the Companies Act, 1956, at the rates prescribed in Schedule XIV to the said act. Asset each costing Rs.5, 000/- or less are depreciated at 100% in the year of capitalization.

(v) Investments:

Investment, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. Non Current Investments are stated at cost. However, provisions for diminution in value are made to recognize a decline other than temporary in the value of investments. Current Assets are carried in the financial statement at lower cost and fair value determined on an individual investment basis. In case of unquoted securities, where fair market value is not available, lower of break up value or cost is considered. On disposal of an Investment, the difference between its carrying amount and net disposal proceeds is charged to the statement of profit and loss.

(vi) Recognition of Income and Expenditure:

Revenue is recognized and reported to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Interest Income is recognized as when the same has accrued on time proportion basis and company's right to receive interest is established. Dividend Income is recognized when right to receive the same is established by the reporting date.

(vii) Employee retirement and other benefits:

Short term employees benefits are recognized in the periods in which employee's service are rendered.

(viii) Income Taxes

Income Tax

Income Tax expense is aggregate of current tax (i.e amount of tax for the period determined in accordance with Income Tax Laws), deferred tax charges or credit (reflecting tax effect on timing differences between accounting income and taxable income for the period) borne by company.

Current Tax expense is recognized on an annual basis under the taxes payable method, bases on the estimated tax liability after taking the tax credit for the allowances and exemption in accordance with Income Tax Act, 1961.

Deferred Taxation

The deferred tax charge or credit and the corresponding deferred tax liability or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred Tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward losses under the taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred Tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

(x) Provisions and Contingencies:

The Company creates a provision when there is present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation, and in respect of which a reliable estimates can be made of the amount of the obligation.

A disclosure for the contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or discloser is made.

Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. A contingent liability is disclosed unless the possibilities of an outflow of resources embodying the economic benefits are remote.

Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

	Particulars	As At 31.03.2014	As At 31.03.2013
3	SHARE CAPITAL		
	Authorised Capital 2,50,00,000 (Previous Year 1 10,00,000) Equity Shares of Rs.10/- each	250,000,000.00	110,000,000.00
	Issued, Subscribed & Paid Up 2,43,58,500 (Previous Year 52,02,900) Equity Shares of Rs.10/- each, fully paid up	243,585,000.00	52,029,000.00
		243,585,000.00	52,029,000.00

3a Reconciliation of Shares outstanding at the beginning and at the end of the reporting period

	Particulars	As at 31.03.2014		As at 31.03.2013	
		Quantity	Amount	Quantity	Amount
	Equity Shares				
	Shares outstanding at the beginning of the year	5,202,900	52,029,000	289,050	2,890,500
	Add: Additions during the year				
	- Bonus shares	-	-	4,913,850	49,138,500
	- Preferential Allotment	12,725,600	127,256,000	-	-
	- Initial Public Offer	6,430,000	64,300,000	-	-
	Shares outstanding at the end of the year	24,358,500	243,585,000	5,202,900	52,029,000

3b Terms/Rights attached to Shares

The Company has issued only one class of equity shares having par value of Rs. 10 each per share. Each shareholder is entitled to one vote per share held in the meeting of shareholder. The dividend proposed by the board of director is subject to the approval of share holders in the ensuing annual general meeting. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.

3c Shareholders holding more than 5% shares as on 31st March 2014 are as follows :

	Particulars	As at 31.03.2014			As at 31.03.2013		
		No. of Shares	Amount	% of Holding	No. of Shares	Amount	% of Holding
i)	Sanjay Kumar Jain	-	-	-	721,800	7,218,000	13.87
ii)	Suman Jain	-	-	-	721,800	7,218,000	13.87
iii)	Deepak Agarwal	-	-	-	720,000	7,200,000	13.84
iv)	Anita Agarwal	-	-	-	720,000	7,200,000	13.84
v)	Sanjay Kumar Jain & Others	-	-	-	630,000	6,300,000	12.11
vi)	J S Credit Capital Private Limited	-	-	-	427,500	4,275,000	8.22
vii)	Marumegh Trade Private Limited	-	-	-	405,000	4,050,000	7.78
viii)	B S Promoters Private Limited	-	-	-	270,000	2,700,000	5.19
ix)	Kirti Kantilal Mehta	1,658,900	16,589,000	6.81	-	-	-
x)	Vinay Kirti Mehta	1,619,700	16,197,000	6.65	-	-	-
xi)	Pratik Kirti Mehta	1,610,700	16,107,000	6.61	-	-	-
xii)	Nutan Kirti Mehta	1,610,700	16,107,000	6.61	-	-	-

3d Details for preceeding Five Years of Equity Shares:

During the preceeding five year our company has issued Rs. 241.577 Lacs of equity shares of the face value Rs.10/- each.

	Particulars	As at 31.03.2014		As at 31.03.2013	
4	RESERVES & SURPLUS				
	<u>Securities Premium Reserve</u>				
	Balance Brought Forward	2,552,945		51,591,500	
	Add/(Less) : For Issue of Bonus Shares	-	2,552,945	(49,038,555)	2,552,945
	<u>Surplus from Statement of Profit & Loss</u>				
	Balance Brought Forward	20,455		99,945	
	Add/(Less) : For Issue of Bonus Shares	-		(99,945)	
	Surplus/(Deficit) for the Year	706,997	727,452	20,455	20,455
			3,280,397		2,573,400

	Particulars	As At 31.03.2014	As At 31.03.2013
5	CURRENT LIABILITIES		
	(a) Other Current Liabilities		
	For Expenses	39,326	643,233
	ASBA Commission Payable	62,865	-
	TDS Payable	39,866	-
	(Due to small & medium companies - nil)		
		142,057	643,233
	(b) Short Term Provisions		
	Provision for Income Tax	500,929	295,318
		500,929	295,318

	Particulars	As at 31.03.2014		As at 31.03.2013	
6	NON CURRENT ASSETS				
	(a) Tangible Assets				
	Gross Amount				
	Opening Balance B/F	1,192,774		1,182,790	
	Additions during the Year	-		9,984	
	Sale/Adjustment during the Year	-	1,192,774	-	1,192,774
	Less: Depreciation Reserve				
	Opening Balance B/F	611,659		445,885	
	Additions during the Year	124,250		165,774	
	Reversal/Adjustment during the Year	-	735,909	-	611,659
	Net Amount		456,864		581,114
	<i>Itemwise details of Fixed Assets and depreciation is given in Appendix 1 to Notes on Accounts</i>				
	(b) Non Current Investments				
	(i) Investments (at cost, Long term, Other than trade)				
	In unquoted Equity Shares, at cost				
	Shree Mahavir Udyog Private Limited	10.00	400000	4,000,000	4,000,000
	Jain Vincorn Private Limited	10.00	5000	250,000	250,000
			4,250,000		4,250,000
	Less: Provision for Diminution in the value of Shares		-		-
			4,250,000		4,250,000
	(ii) Investment in Mutual Fund				
	Reliance Liquid Fund	1,000.00	88.363	261,787	-
	Reliance Short Term Fund - Growth Fund	10.00	18122.559	316,384	316,384
	Reliance Money Manager Fund	1,000.00	4165.834	7,042,130	291,325
	Reliance Money Manager Fund - STP	10.00	79853.551	1,700,000	1,200,000
	Reliance Short Term Fund (Debt Fund)	10.00	39446.48	500,000	500,000
	Templeton India Short Term Income Fund	1,000.00	3046.368	6,577,035	6,577,035
	Reliance Money Manager Fund	1,000.00	20090.552	35,000,000	-
	Reliance Monthly Interval Fund	10.00	1166602.504	20,000,000	-
			71,397,337		8,884,744
			75,647,337		13,134,744
	Aggregate NAV of Mutual Fund		74,168,682		10,200,895
	Aggregate Value of Unquoted Shares		425,000		4,250,000
	(c) Long Term Loans & Advances				
	Advance against Project		11,500,000		
	Security Deposit				
	- With BSE	643,000			200,000
	- With Other	200,000	843,000		
	Sub-classification				
	Secured, considered good	-		-	
	Unsecured, considered good	12,343,000		200,000	
			12,343,000		200,000
	(d) Other Non Current Assets				
	Fixed Deposit		5,073,339		5,514,773
	[refer note 6(c)]		5,073,339		5,514,773

	Particulars	As at 31.03.2014		As at 31.03.2013	
6	CURRENT ASSETS				
	(a) Inventories				
	Stock in Trade (valued at lower of cost or market value)		6,632,091		6,208,890
	Sub Classification				
	Shares & Securities	6,632,091		691,023	
	Commodities	-		5,517,867	
			6,632,091		6,208,890
	(b) Trade Receivables				
	Trade Receivables outstanding for a period exceeding Six months from the due date of payment	5,571,397		900,000	
	Others*	-	5,571,397	983,885	1,883,885
	Sub Classification				
	Due from related parties	-		-	
	Others	5,571,397		1,883,885	
			5,571,397		1,883,885
	(c) Cash & Cash Equivalents				
	Balances with banks				
	in Current Accounts			480,447	
	- HDFC Bank	346,678			
	- ICICI Bank	2,570,893			
	in Fixed Deposit (maturing within three months)	-	2,917,570	-	480,447
	Cash on hand		102,410		8,642
	Other Bank Balances				
	In Fixed Deposit Account	5,514,773		5,514,773	
	Less: Maturing after one year	(5,514,773)	-	(5,514,773)	-
	(shown as Other Non Current Assets)				
			3,019,980		489,089
	(d) Short Term Loans & Advances				
	(unsecured, considered good)				
	Loan Given (repayable on demand)				
	to corporates, other than associate companies	132,375,870		23,521,094	
	to others	2,200,000	134,575,870	3,500,000	27,021,094
	Sub Classification				
	Secured Loan	-		-	
	Unsecured Loan	134,575,870		27,021,094	
			134,575,870		27,021,094
	(e) Other Current Assets				
	Tax Paid in Advance / At Source		930,723		395,199
	Interest Accrued but not due on Fixed Deposit		326,618		112,165
	Preliminary Expense (to the extent not written off)		2,931,164		-
			4,188,505		507,363

	Particulars	As at 31.03.2014		As at 31.03.2013	
7	REVENUE FROM OPERATIONS				
	Sales		58,162,747		41,727,893
	- Shares & Securities	34,904,497		3,690,614	
	- Commodities-	23,258,250		38,037,279	
	Other Operating Income		-		865,000
	Income from Advisory Services		-		106,521
	Bill Discounting Income				
			58,162,747		42,699,414

	Particulars	As At 31.03.2014	As At 31.03.2013
8	OTHER INCOME		
	Interest on Fixed Deposit	717,833	469,478
	Dividend Income	10,816	3,555
	Interest on Loan	4,506,102	1,393,334
	Interest on Tax Refund	-	2,991
	Profit on Sale of Non Current Investments	3,530,161	763,448
		8,764,912	2,632,806

	Particulars	As at 31.03.2014		As at 31.03.2013	
9	CHANGES IN INVENTORIES				
	Opening Stock		6,208,890		3,680,842
	Shares & Securities	691,023		3,680,842	
	Commodities	5,517,867		-	
	Closing Stock		6,632,091		6,208,890
	Shares & Securities	6,632,091		6,208,890	
	Commodities	-		-	
			(423,201)		(2,528,048)

	Particulars	As at 31.03.2014		As at 31.03.2013	
10	PURCHASES				
	Purchase of Stock in Trade		63,008,799		45,944,878
	- Shares & Securities	45,613,223		2,905,513	
	- Commodities	17,395,576		43,039,365	
			63,008,799		45,944,878

	Particulars	As At 31.03.2014	As At 31.03.2013
11	EMPLOYEE BENEFITS EXPENSE		
	Salary to Employees	977,794	297,449
		977,794	297,449

	Particulars	As At 31.03.2014	As At 31.03.2013
12	FINANCE COSTS		
	Bank Charges & Commission	4,034	848
		4,034	848

	Particulars	As At 31.03.2014	As At 31.03.2013
13	DEPRECIATION & AMORTISATION EXPENSES		
	Depreciation	124,250	165,774
	Amortisation of Preliminary Expense	732,791	20,000
		857,041	185,774

	Particulars	As At 31.03.2014	As At 31.03.2013
14	OTHER EXPENSES		
	Annual Listing Fees to BSE	28,090.00	-
	Annual Maintenance Charges	12,100.00	-
	Membership & Subscription	-	62,946.00
	Demat Charges	573.00	1,022.00
	Business Promotion	201,394.00	252,050.00
	Bad Debt	171,986.00	-
	Entertainment Expenses	18,295.00	-
	General Charges	2,594.99	47,645.00
	Motor Car Expense (including Insurance)	42,916.97	16,586.00
	Security Transaction Tax	48,790.00	6,652.00
	Transaction Charges	7,921.69	1,139.75
	Service Tax Expenses	-	-
	Software Charges	119,539.00	3,600.00
	Repair & Maintenance	-	19,508.00
	Rent	50,000.00	-
	Subscription	16,000.00	50,500.00
	Rates & Taxes	15,457.00	2,550.00
	Trade Licence	5,800.00	-
	Telephone Expense	1,735.00	-
	Filing Fees	8,062.00	626,000.00
	<u>Auditor Remuneration :</u>		
	- Audit Fees	16,854.00	16854
	- Other Services	16,854.00	-
	Secretarial Audit Fees	5,618.00	11,236.00
	Printing & Stationery	88,566.00	7,215.00
	Legal & Professional Charges	634,800.00	1,200.00
	Travelling Charges	13,772.00	-
	Share Issue Expenses	62,865.42	-
		1,590,584.07	1,126,703.75

- 15 The company was converted to public limited company in terms of Section 31/21 read with Section 44 of the Companies Act, 1956. Fresh certificate of incorporation consequent upon change of name on conversion to public limited company is issued pursuant to Section 23(1) of the said act as on January 23, 2013.
- 16 The company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 is applicable.
- 17 The company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly the company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
- 18 In the opinion of the board of directors, all current assets, loans & advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated.
- 19 Based on information available with the company, there are no clients/creditors who are registered under Micro, Small and Medium Enterprises Development Act, 2006.
- 20 There is no small scale industrial undertaking to whom the company owes amounts outstanding for more than 30 days as at 31st March,2013.
- 21 Related party disclosures as required by Accounting Standard 18 in accordance with the Companies Accounting Standards Rules, 2006:

The company has not entered into any transaction with related parties pursuant to Accounting Standard AS-18 issued by the Companies Accounting Standards Rules, 2006 in current financial year and in previous financial year. Hence no disclosure is required under the clause.

22 Earning Per share (EPS) :

The basic/diluted earning per equity share is calculated as stated below:

Particulars	As At 31.03.2014	As At 31.03.2013
(Loss) / Profit after tax	706,996	20,455
Number of Share	24,358,500	5,202,900
Weighted Average Number of Shares	12,687,785	625,615
Nominal Value of Share	10	10
Earning Per Shares		
- Basic	0.029	0.004
- Diluted	0.056	0.033

23 The previous years figures have been re-arranged/re-grouped, wherever found necessary.

For and on behalf of Board of Directors

Pratik K Mehta
Managing Director

Vinay K Mehta
Director

Kolkata
30th May, 2014

Akriti Sharma
Company Secretary

As per our report of even date:

For Arun Jain & Associates
Chartered Accountants
ICAI FRN: 325867E

(CA Arun Kumar Jain)
Proprietor
M.No. 053693
Kolkata, the 30th day of May, 2014

NOTE NO. 5 : FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01.04.2013	Addition	Sales	As at 31.03.2014	As at 01.04.2013	For the Year	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
<u>Tangible Assets</u>									
Air Conditioner	1,989.64	-	-	1,989.64	720.14	1,269.50	1,989.64	-	1,269.50
Motor Car	936,950.24	-	-	936,950.24	457,231.69	-	457,231.69	479,718.55	479,718.55
Computer & Accessories	207,398.00	-	-	207,398.00	139,168.42	22,600.09	161,768.51	45,629.49	68,229.58
Television	24,435.64	-	-	24,435.64	8,844.35	-	8,844.35	15,591.29	15,591.29
Mobile	22,000.00	-	-	22,000.00	5,694.73	-	5,694.73	16,305.27	16,305.27
Total	1,192,773.52	-	-	1,192,773.52	611,659.33	23,869.59	635,528.92	557,244.60	581,114.19
Previous year	1,182,789.52	9,984.00	-	1,192,773.52	445,885.37	165,773.96	611,659.33	581,114.19	736,904.15

As per our report of even date:

For Arun Jain & Associates
Chartered Accountants
ICAI FRN: 325867E

For and on behalf of Board of Directors

Pratik K Mehta
Managing Director

Vinay K Mehta
Director

Kolkata
30th May, 2014

Akriti Sharma
Company Secretary

(CA Arun Kumar Jain)
Proprietor
M.No. 053693
Kolkata, the 30th day of May, 2014

Summary Statement of Cash Flow:
(Amount in INR)

Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
A. Cash Flow From Operating Activities		
Profit Before Tax	912,607	304,615
Adjusted for :		
a. Depreciation	124,250	165,774
b. Interest Expenses	4,034	848
c. Other Adjustments	-	-
d. Dividend Income	-	-
e. Profit on sale of long term investments	-	-
f. Interest Income	-	(2,991)
Operating profit before working capital changes	1,040,891	468,246
Adjusted for :		
a Decrease/(Increase) in Inventories	(423,201)	(2,528,045)
b. Decrease / (Increase in trade receivable	(3,687,512)	(761,293)
c. (Increase) / Decrease in short term loans and advances	(107,554,776)	(3,256,100)
d. (Increase) / Decrease in Other Current Assets	(3,681,142)	(130,185)
e. (Increase) / Decrease in Short Term Investments	(62,512,593)	2,769,533
f. Increase / (Decrease) in trade Payables	-	-
g. Increase / (Decrease) in short term provisions	205,611	267,020
h. Increase / (Decrease) in other current liabilities	(501,176)	634,370
i. Increase / (Decrease) in Long term Provisions	-	-
j. Increase / (Decrease) in Long term Loans & Advances	(12,143,000)	101,000
Cash generated from operations	(189,256,898)	(2,435,455)
Income Tax Paid (net of refunds)	(205,611)	(284,160)
NET CASH GENERATED FROM OPERATION	(189,462,509)	(2,719,618)
B. CASH FLOW FROM INVESTING ACTIVITIES		
a. Purchases of Fixed Assets	-	(10,000)
b. Sale of Fixed Assets	-	-
c. (Purchase) / Sale of non-current investment	-	-
d. (Increase) in Misc. Expenses	-	-
e. Interest received	-	2,991
f. Dividend Income	-	-
Net cash (used) in investing activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		(7,009)
a. Financial Charges	(4034)	(848)
b. Proceeds from share issued	191,556,000	-
c. (Repayments) / proceeds of long term borrowings	-	-
Net cash generated/(used) in financing activities	191,551,966	(848)
Net Increase/ (Decrease) in cash and cash equivalents	20,89,457	(2,727,474)
Cash and cash equivalents at the beginning of the year	6,003,862	8,731,336
Cash and cash equivalents at the end of the year	8,093,319	6,003,862

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the accounting standard 3 "Cash Flow Statement".
 2. Previous year figure have been regrouped/ rearranged/ re casted wherever necessary to make them comparable with those of current year.
-

For and on behalf of Board of Directors

Pratik K Mehta
Managing Director

Vinay K Mehta
Director

Kolkata
30 May, 2014

Akriti Sharma
Company Secretary

As per our report of even date:
For Arun Jain & Associates
Chartered Accountants
ICAI FRN: 325867E

(CA Arun Kumar Jain)
Proprietor
M.No. 053693

Kolkata, the 30th day of May, 2014.

ATTENDENCE SLIP

PLEASE FILL IN THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholder(s) may obtain additional Slip(s) may obtain additional Slip(s) at the venue of the meeting

DP ID:	Client ID:
Folio No.:	No. of shares held:

Name and address of the shareholder

.....

.....

.....

.....

I hereby record my presence at the 23rd Annual General Meeting of Unishire Urban Infra Limited to be held at 1, Crooked Lane, 1st Floor, Kolkata-700 069 on Tuesday, September 30, 2014 at 11:00 A.M.

.....

Signature of the shareholder or proxy

* Applicable for members holding shares in dematerialized form.

@Applicable for members holding shares in physical form.

FORM NO. MGT-11

PROXY FORM

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014}

CIN: L67190WB1991PLC051507

Name of the company: Unishire Urban Infra Limited

Registered office: 1, Crooked Lane, 1st Floor Room No.126 Kolkata-700069

Name of the Member(s):

Registered Address:

Email ID:

Folio No/Client ID:

DP ID:

We, being the member(s) of
shares of the above named company, hereby appoint;

1. Name:.....Address:.....
.....

Email Id:.....Signature.....or failing him

2. Name:.....Address:.....
.....

Email Id:.....Signature.....or failing him

3. Name:.....Address:.....
.....

Email Id:.....Signature.....or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 11.00 A.M. at Registered Office of the Company 1, Crooked Lane, 1st Floor Kolkata-700069 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31ST, 2014
2. Re-appointment of Mr.Vinay K Mehta as a Director of the Company
3. Appointment of Auditors
4. Authority to obtain loans/borrowings

Signed this.....day of.....2014



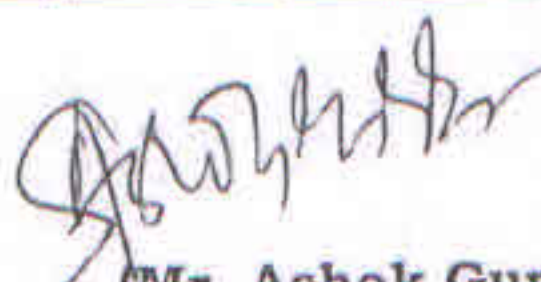


Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

FORM A

1.	Name of the Company	Unishire Urban Infra Limited
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit observation	No qualification
4.	Frequency Observation	Not Applicable
5.	To be signed by - • Managing Director*	 (Mr. Pratik Kirti Mehta)
	• CFO*	 (Mr. Surya Bishnoi)
	• CEO	 (Mr. Ashok Gupta)
	• Audit Committee Chairman	 (Mr. Suresh Kumar Patni- Independent & Non Executive Director)
	• Auditor of the Company	<p align="center">For Arun Jain & Associates Chartered Accountants Firm Registration No. 325867E</p> <p align="center">  Arun Jain (Proprietor) Membership No. 053693 </p>

