# UNISHIRE URBAN INFRA LIMITED

REGISTERED OFFICE: 873, BLOCK A, LAKE TOWN GROUND FLOOR, KOLKATA-700089 CIN: L67190WB1991PLC051507 MAIL-ID: unishire\_urban@yahoo.com

# Form-A Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Unishire Urban Infra Limited
2.	Annual Financial Statement for the Financial Year	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	No Qualification
4.	Frequency of observation	Not Applicable
5.	To be signed by-  Managing Director	(Mr. Pratik K Mehta)
	• CEO	(Mr. Ashok Gupta)
	• CFO	(Mr. Surya Bishnoi)
	Auditor of the Company	For Arun Jain & Associates Chartered Accountants FRN:325867E
		(Arun Jain) Proprietor Membership No.053693
	Audit Committee Chairman	(Mr. Suresh Kumar Patni)







#### **CHAIRMAN**

Mr. Kirti Kanti Lal Mehta

#### **BOARD OF DIRECTORS**

Mr. Pratik K Mehta Mr. Vinay K Mehta Mr. Suresh Kumar Patni

Mrs. Reena Jain

- Managing Director

-Non-Executive Director

-Independent Director

-Independent Director

#### MANAGEMENT

Mr. Ashok Gupta- Chief Executive Officer HDFC Bank Ltd Mr. Surya Bishnoi- Chief Financial Officer ICICI Bank Ltd

Ms. Jayanta Gupta – Company Secretary & Compliance Officer

#### **AUDITORS**

Arun Jain & Associates Chartered Accountant 2B, Grant Lane, 2<sup>nd</sup> Floor

Kolkata-700012

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

E-mail: busicomp@vsnl.com

# **BANKERS**

REGISTRAR & SHARE TRANSER AGENT Purva Shareqistry (India) Pvt. Ltd.

No.9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Lower Parel

Mumbai-400011

#### **REGISTERED OFFICE**

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

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

E-mail:uni urbaninfra@unishire.com

Website: www.unishire.com

CIN: L67190WB1991PLC051507

#### **CORPORATE OFFICE**

36, Railway Parallel Rd Nehru Nagar, Kumara Park

Bangalore-560020 Phone: 080-2346 1715, Fax: 080- 2346 0547

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Message from Chairman

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

Fisti K. Mehta

#### 24TH ANNUAL GENERAL MEETING

Date: Wednesday, 30th September, 2015

Time: 11:00 A.M.

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

**Important Information:** As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Shareholders are requested to bring their copies in meeting.



#### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT** the 24<sup>th</sup> Annual General Meeting (AGM) of Unishire Urban Infra Ltd will be held on Wednesday, 30th September, 2015 at 11.00 A.M. at 873, Block A, Lake Town, Ground Floor, Kolkata-700089 to transact the following business:

#### **ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Director's Report, the Audited Balance Sheet as at 31st March, 2015, Statement of Profit and Loss for the year ended 31st March, 2015 and the Auditor's Report thereon.
- 2) To appoint a Director in place of Mr. Vinay K Mehta (DIN: 03586852) who retires at this meeting and is eligible for re-appointment
- 3) To re-appoint auditors of the company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration and to pass the following Ordinary Resolution thereof:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and Audit & Auditors Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Arun Jain & Associates, Chartered Accounts, Kolkata (Registration Number 325678E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the Rules be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Auditors

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

Place: Kolkata Date: 04<sup>th</sup> September, 2015

#### **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.

#### UNISHIRE URBAN INFRA LIMITED



- 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 24<sup>th</sup> Annual General Meeting and the Annual Report for Financial Year 2015 will also be available on the Company's website i.e. www.unishire.com
- e) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f) The Register of Members of the Company will remain closed from Friday, 25th September, 2015 to Wednesday, the 30th September, 2015 (both days inclusive).
- g) Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- h) Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of Physical shares to the Registrar and Share Transfer agent at Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marq, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai 400 011.
- i) Shareholders desiring any information as regards the accounts are requested to write to the company at least 7 days in advance, so as to enable the company to keep the information ready.
- j) Additional information pursuant to clause 52 of the Listing Agreement with Stock Exchange in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms part of Corporate Governance Report forming part of Annual Report. The Directors have furnished requisite consents/declarations for their appointment/re-appointment.
- k) All documents referred in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
- As per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The instructions for e-voting are given in Annexure A.
- m) Our Company's shares are tradable compulsorily in electronic form and through Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents. We have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE210P01015. As on March 31, 2015, over 99.10 % of our Company's Shares were held in dematerialized form and the rest are in physical form.



n) To enable us to serve our investors better we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with respective Depository Participants.

#### ANNEXURE- A INSTRUCTIONS FOR E-VOTING

#### IN CASE OF MEMBERS RECEIVING E-MAIL:

- (i) Log on to the e-voting website "www.evotingindia.com"
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - 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 <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in demat and physical form						
PAN	<ul> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> </ul>						
	<ul> <li>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.</li> </ul>						
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	<ul> <li>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>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.</li> </ul>						

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

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

#### IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

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

Place: Kolkata

Date: 04th September, 2015

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



#### **BOARD'S REPORT**

#### **Dear Shareholders**

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

#### **Financial Performance**

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

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

<sup>\*</sup>previous year figures have been regrouped/rearranged wherever necessary.

#### **Summary of Operations**

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

#### Business Review/State of company's affairs

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

#### **Industry Scenario**

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



#### Outlook

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

#### Reserve

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

#### Dividend

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

# **Details of Board Meeting**

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

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

# Capital/Finance

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

#### **Extract of Annual Return**

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

# **Committees of Board**

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

#### A. Audit Committee

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

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

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

## Vigil Mechanism/ Whistle Blower Policy

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



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

#### B. Nomination & Remuneration Committee

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

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

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

#### C. Stakeholders Relationship Committee

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

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

#### **Corporate Social Responsibility**

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

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

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

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

#### **Director's Responsibility Statement**

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

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



f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

# Statutory Auditors, their Report and notes to financial statements

In the last AGM held on 30<sup>th</sup> September, 2014 M/s, Arun Jain & Associates, Chartered Accountants have been appointed Statutory Auditors of the Company for a period of 4 years. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM

Further the report of the Statutory Auditors along with notes to schedules to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

#### **Cost Audit**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

## Secretarial Audit

In the terms of Section 204 of the Act and rules made there under Mrs. Manjula Poddar, Practicing Company Secretary have been appointed Secretarial Auditors of the company. The report of the Secretarial Auditors is enclosed as Annexure-II to this report. The report is self-explanatory and don't call for any further comments.

# **Related Party Transactions**

The Company has not entered into any material related party transactions with promoters, Directors or Key Managerial Personnel, which may have potential conflict with the interest of the company at large.

#### **Human Resources**

Your Company treats it "human resource" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your company thrust is on the promotion of talent internally through job rotation and job enlargement.

#### Statement containing salient features of financial statements of subsidiaries

The company had not any subsidiaries, joint ventures or associate company.

#### Risk Management

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.

#### **Background and Context Applicability**

Enterprise risk management was not mandatory according to the Companies Act, 1956. However, as per the new law, there were specific requirements that a company needs to comply with. In addition, the Board and Audit Committee have been vested with specific responsibilities in assessing the robustness of risk management policy, process and systems.

# **Key Compliance Requirement**

Section 134: The Board of Directors report must include a statement indicating development and implementation of risk management policy for the company including identification of element of risk, if any, which in the opinion of the Board may threaten the existence of the company.

Section 177: The Audit Committee shall act in accordance with the terms of reference specified in writing by the board, which shall, inter alia, include evaluation of risk management systems.

Schedule IV: Independent Directors should satisfy themselves that systems of risk management are robust and defensible.



#### Risk Identification

Risk Identification is obligatory on all vertical and functional heads who with the inputs from their team members are required to report the material risks to the Chairman and Managing Director (CMD) along with their considered views and recommendations for risk mitigation.

Analysis of all the risks thus identified shall be carried out by CMD through participation of the vertical/functional heads and a preliminary report thus finalized shall be placed before the Risk and Audit Committee

The following steps to be taken to identify organization's exposure to uncertainty

- a. Strategic
- b. Operational
- c. Financial
- d. Hazard

#### **Risk Evaluation**

After risk analysis, comparison of estimated risks against organization risk criteria is required. It is to be used to make decisions about the significance of risks and whether each specific risk to be accepted or treated

#### Risk Estimation

Can be quantitative, semi quantitative or qualitative in terms of probability of occurrence and possible consequences

#### Risk Treatment

Treatment of risk through the process of selecting and implementing measures to mitigate risks. To prioritize risk control actions in terms of their potential to benefit the organization, risk treatment includes risk control/mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption etc. for

- a. Effective and efficient operations
- b. Effective internal controls
- c. Compliance with laws and regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

#### Integration of Risk Management Strategy

Unishire's risk management strategy is to be integrated with the overall business strategies of the organization and its mission statement to ensure that its risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the company's objectives

#### **Review**

This policy shall evolve by review by the Risk and Audit Committee and the Board from time to time as may be necessary.

This policy will be communicated to all vertical/functional heads and other concerned persons of the company.

#### **Declaration by Independent Directors**

Mr. Suresh Kr Patni and Mrs. Reena Jain are independent directors on the Board of your Company. In the opinion of the Board and as confirmed by these directors, they fulfill the conditions specified in section 149 of the act and the rules made there under about their status as IDs of the company.



# Remuneration Policy for Directors, Key Managerial Personnel and other employees

This policy sets out the guiding principles for the Nomination, Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

#### A. Terms and References:

In this policy, the following terms shall have the following meanings:

"Director" means a director appointed to the Board of the company.

"Key Managerial Personnel" means

- The Chief Executive Officer or the Managing Director or the Manager
- The Company Secretary
- The Whole-time Director
- The Chief Financial Officer and

Such other officer as may be prescribed under the Companies Act, 2013

#### B. Remuneration to Non Executive Directors

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof.

#### Significant and Material Order Passed by the Regulators

No Significant and Material Order has been received by any Regulators of your company

#### **Internal Financial Control**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the company. An Audit of Internal Financial Control over financial reporting that is integrated with an Audit of Financial Statements. As per sub clause IV.D of clause 49 of listing agreement the role of Audit Committees of companies whose equity shares are listed includes evaluation of internal financial controls and risk management systems. Further, clause 49 requires the CEO and CFO of such companies, to certify to the Board of Directors ("the Board") that they accept responsibility for establishing and maintaining internal controls for financial reporting and they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

The Companies Act, 2013 (the "2013 Act") has stated specific responsibilities on the Board of listed companies towards the company's internal financial controls and inter alia, require the Board to State that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. These changes are effective from the financial years beginning on or after 1 April, 2014. Currently many companies are assessing the impact these new requirements will have on the operations and processes of the company, including the financial reporting process.

Statutory Auditors are also required to report on the adequacy and operating effectiveness of the company's internal financial control system. The reporting by the auditors is voluntary for the year ending 31st March, 2015 and mandatory for the financial year beginning on or after 1st April, 2015

In this issue, we shall discuss the following with respect to internal financial controls:

1. Responsibility on the Board and Board reporting requirements relating to internal financial controls as introduced by the 2013 Act and the Companies (Accounts) Rules, 2014



- 2. Some considerations to be factored in by the Board fulfilling their duties
- 3. Implication to companies on auditor's reporting under section 143(3)(i) of the 2013 Act on the adequacy and operating effectiveness of controls

#### **Holding and Subsidiaries**

Your company has not any Holding and Subsidiaries company.

#### **Code of Conduct**

The Board of Directors has approved the Code of Conduct which is applicable to the members of the Board and all employees in the course of day to day business operations of the company. The Code lays down the standard procedure which is expected to be followed by the Directors and Designated Employees in their business dealings and in particular on matters relating to integrity in the work place.

# **Prevention of Insider Trading**

The Company has adopted a code of conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires re-clearance for dealing in the Company's shares and prohibits the purchase or sale of company shares by the directors and the designated employees while in procession of unpublished price sensitive information in relation to the company and during the period when the Trading window is closed. The Board is responsible for implementation of the Code.

# **Directors and Key Managerial Personnel**

Mr. Vinay K Mehta, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Ms Akriti Sharma, Company Secretary & Compliance Officer of the company has been resigned from the company on January 20<sup>th</sup>, 2015 and Mrs. Prachi Thirani has been appointed as compliance officer in company as per listing agreement.

#### Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

#### **Fixed Deposits**

Your Company has not accepted any deposits from public in terms of Section 58A and/or 58AA of your Companies Act, 1956

## **Management Discussion And Analysis**

Management Discussion and Analysis comprising an overview of the financial results, operations/performance and the future prospects of the company form part of this Annual Report.

#### Particulars of employees

The information required pursuant to Section 197 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding information the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.



# Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

In terms of the requirement of clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the particulars with respect to "Conservation of Energy, Technologies Absorption and Foreign Exchange Earnings and Outgo" are part of the Directors Report as Annexure-A

#### **Acknowledgement**

Your Directors place on record their application for employees at all levels, who have contributed to the growth and performance of your company. Your Directors also thank the clients, vendors, bankers, shareholders and advisors of the company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on Behalf of the Board Unishire Urban Infra Limited Pratik K Mehta (DIN: 013806506) Managing Director

Date: 04th September, 2015

Place: Kolkata

#### 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 encash 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
Pratik K Mehta

Date: 04th September, 2015 Chairman



#### Annexure-1 to Board's Report

# Form No. MGT-9 EXTRACT OF ANNUAL RETURN

# As on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

# 1. REGISTRATION AND OTHER DETAILS:

i) CIN :L67190WB1991PLC051507

ii) Registration Date : 24-04-1991

iii) Name of the Company : Unishire Urban Infra Limited

iv) Category / Sub-Category of the Company : Public Company/Limited by shares

v) Address of the Registered office : 873, Block A, Lake Town

and contact details Ground Floor, Kolkata-700089

Tel: 033-2534 9016 Fax: 033-2242 8966

vi) Whether listed company : Yes

vii) Name, Address and Contact details of Registrar : PurvaSharegistry India Pvt Ltd

and Transfer Agent, if any Unit no. 9, Shiv Shakti Ind. Estt.

J.R. Borichamarg, Opp. Kasturba Hospital Lane,

Lower Parel (E), Mumbai 400 011 Tel: 91-22-2301 6761 / 8261

Fax: 91-22-2301 2517

#### 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SI. No.	Name and Description of main products /services	NIC Code of the Product /service	% to total turnover of the company
1.	Treasury Operations &	66110	100
	Trading/Investment in securities		
	market		

#### 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SI. NO	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares Held	Applicable Section
	NIL	NIL	NIL	NIL	NIL



# 4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

# i) Category-wise Share Holding

Category of Shareholders	No. of Share the year	No. of Shares held at the end of the year				% Change during the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian a)Individual/HUF b) Central Govt c) State Govt(s) d) BodiesCorp. e) Banks / FI f) AnyOther	6500000 - - - - - - -	1 1 1	6500000 - - - - - -	26.68 - - - - - -	6500000 - - - - - -	- - - - - -	6500000 - - - - - -	26.68 - - - - - -	
Sub-total (A) (1):-	6500000	1	6500000	26.68	6500000	-	6500000	26.68	
(2) Foreign a) NRIs Individuals b) Other- Individuals c) Bodies Corp. d) Banks / FI e) Any Other	- - - - -		-	- - - -	- - - - -	- - - - -	- - - -	- - - -	
Sub-total (A) (2):-	-	1	•	-	-	-	-	-	
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	6500000	-	6500000	26.68	6500000	-	6500000	26.68	6500000
B. Public Shareholding 1.Institutions a) Mutual Funds b) Banks / Fl c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FlIs h) Foreign VentureCapital Funds			-			-			
i) Others(specify) Market Maker	240000	-	240000	0.99	-	-	-	-	



Sub-total (B)(1):-	240000	-	240000	0.99	-	-	-	-	-
2. Non- Institutions a) BodiesCorp. i) Indian ii) Overseas	950000	-	950000	3.90	6380470 -	-	6380470	26.19	
b) Individuals i) Individual shareholders holding nominal share capital	4250000	-	4250000	- 17.45	3319530	-	3319530	13.63	
uptoRs. 1 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9478500	80000	9558500	39.24	5838500	170000	6008500	24.67	
c) Others(specify) NRI HUF Clearing Members	20000 2760000 80000	-	20000 2760000 80000	0.08 11.33 0.33	- 2100000	- 50000	- 2150000	- 8.83	
Sub-total(B)(2):-	17538500		17618500	72.33	17638500	220000	17858500	73.32	
Total Public Shareholding (B)=(B)(1)+(B)(2)	17778500	80000	17858500	73.32	17638500	220000	17858500	73.32	
C. Sharesheld by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	24278500	80000	24358500	100	24138500	220000	24358500	100	

# ii) Shareholding of Promoters

SI	Shareholder's	Sharehol	ding at the	beginning	Share hole			
No.	Name	of the ye	ar		year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged /encumber ed to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	% chan ge in share holdi ng duri ng the year
1	Mr. KirtiKanitlal Mehta	1658900	6.81	-	1658900	6.81	-	
2.	Mrs. NutanKirti Mehta	1610700	6.61	-	1610700	6.61	-	
3.	Mr. Pratik Kirti Mehta	1610700	6.61	-	1610700	6.61	-	
4.	Mr. VinayKirti Mehta	1619700	6.64	-	1619700	6.65	-	
	Total	6500000	26.68	-	6500000	26.68	-	



# (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.		Shareholding at t year	he beginning of the	Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year	6500000	26.68	6500000	26.6	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/sweat equity etc):		NO CHANGE			
	At the End of the year	6500000	26.68	6500000	26.6	

# (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No	Folio No	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Sharehold the year 1	ing during	Category
			No. of shares at the Beginning (01.04.14)/ End of the year (31.03.15)	% of total shares of the company				Shares	% of total of the Company	
1.	12069000 00000029	Sandeep Chhabra	500000	2.05	13.03.15 20.03.15 31.03.15	-130000 -370000	Transfer Transfer	370000 0	1.52 0	Others
2.	12010601 00108436	Ravi Omprakash Agarwal	500000	2.05	13.03.15 20.03.15 31.03.15	-240000 -260000	Transfer Transfer	260000	0.52	Others
3.	12069000 00000033	Sandeep Chhabra HUF	250000 90000	1.03 0.37	28.03.15 31.03.15	-160000	Transfer	90000	0.36	Others
4	12069000 00000071	Sanjay Chhabra HUF	250000 250000	1.03 1.03	01.04.14 31.03.15	-	-	-	-	Others
5	12069000 00000052	Sanjay Chhabra	250000 50000	1.03 0.21	28.03.15 31.03.15	-200000	Transfer	50000	0.21	Others
6	12010600 01643726	SurajOmpraka sh Agarwal	250000 0	1.03 0.00	28.03.15 31.03.15	-250000	Transfer	0	-	Others
7	12069000 00000048	NamitaChhab ra	250000 150000	1.03 0.62	20.03.15 31.03.15	-100000	Transfer	150000	.63	Others
8	12010600 00723411	NirajOmpraka sh Agarwal	250000 0	1.03 0.00	28.03.15 31.03.15	-250000	Transfer	0	0	Others



	4004000	District 1	350000	1.00	20.02.15	350000	T f			Otle
9	12010600 02355124	DhirajOmprak ash Agarwal	250000 0	1.03 0.00	28.03.15 31.03.15	-250000	Transfer	0	0	Others
10	12010600 02386862	ArchanaSuraj Agarwal	250000 250000	1.03 1.03	01.04.14 31.03.15	-	-	-	-	Others
11	12010600 02051087	Amita Ravi Agarwal	250000 0	1.03	20.03.15 28.03.15 31.03.15	-230000 -20000	Transfer Transfer	20000	0.08	Others
12	12010600 02355181	Sanchiti Agarwal	250000	1.03 0.00	01.04.14 31.03.15	-	-	0	0	Others
13	12010600 02386862	Rupali S Agarwal	250000 0	1.03 0.00	01.04.14 31.03.15	-	-	0	0	Others
14	IN300773- 10289007	Green Gold Plantation & Nursery L	0 1000000	0.00 4.11	01.04.14 28.11.14 28.03.15 31.03.15 31.03.15	60000 400000 540000	- Transfer Transfer Transfer -	60000 460000 100000	0.25 1.89 4.11	Others -
15	IN300773- 10310939	Oasis Agro Products Limited	760000	0.00 3.12	01.04.14 31.03.15 31.03.15	760000	- Transfer	760000	3.12	Others
16	IN300773- 10115634	Shree Bahubali Int. Ltd	620000	2.54	01.04.14 21.11.14 28.11.14 05.12.14 31.12.14 02.01.15 09.01.15 16.01.15 23.01.15 30.01.15 06.02.15 13.02.15 06.03.15 13.03.15 20.03.15 28.03.15 31.03.15	60000 -50000 130000 70000 40000 190000 120000 80000 60000 10000 40000 260000 990000 510000	Transfer	60000 10000 140000 210000 250000 440000 560000 640000 700000 760000 770000 810000 1070000 2060000 2570000 620000	2.55 0.04 0.57 0.86 1.03 1.81 2.30 2.63 2.87 3.12 3.16 3.33 4.39 8.46 10.55 2.55	Others
17	IN304045- 10003002	SL Traders & Finance India Pvt Ltd	520000	2.13	01.04.14 13.03.15 20.03.15 28.03.15 31.03.15 31.03.15	240000 60000 170000 50000	- Transfer Transfer Transfer Transfer	240000 300000 470000 520000	0.99 1.23 1.93 2.13	Others
18	IN300773- 10277622	Misty Commercial Pvt Ltd	0 470000	0.00	01.04.14 31.03.15 31.03.15	470000	- Transfer -	470000 -	1.93 -	Others
19	12059300 00000637	Fort Share Broking Pvt Ltd	290000	1.19	01.04.14 04.04.14 01.08.14 08.08.14 23.01.15 30.01.15 31.03.15	40000 50000 20000 50000 -50000	Transfer Transfer Transfer Transfer Transfer Transfer	330000 380000 400000 450000 400000	1.35 1.56 1.64 1.85 1.64	Others
20	IN300773- 10277592	Indus VanijyaPvt Ltd	0 350000	0.00 1.44	31.03.15 31.03.15	350000	Transfer	350000	1.44	Others



21	IN304045-	Rajrath	0	0.00	01.04.14	-	-	_	-	Others
	10002882	Merchants Pvt			13.03.15	250000	Transfer	250000	1.03	
		Ltd			20.03.15	20000	Transfer	270000	1.09	
					28.03.15	60000	Transfer	330000	1.35	
			330000	1.35	31.03.15					
22	IN302105-	Purotech	0	0.00	01.04.14	-	-	-	-	Others
	10593680	Merchants Pvt			31.03.15	250000	Transfer	250000	1.03	
		Ltd	250000	1.03	31.03.15					
23	12046300	BMA Wealth	0	0.00	01.04.14	-	-	-	-	Others
	00023115	Creators Ltd			31.03.15	250000	Transfer	250000	1.03	
			250000	1.03	31.03.15					
24	IN300773-	Green Gold	0	0.00	01.04.14	-	-	-	-	Others
	10289007	Plantation &			28.11.14	60000	Transfer	60000	0.25	
		Nursery L			28.03.15	400000	Transfer	460000	1.89	
		-			31.03.15	540000	Transfer	1000000	4.11	
			1000000	4.11	31.03.15					
25	IN300773-	Oasis Agro	0	0.00	01.4.14	-	-	-	-	Others
	10310939	Products			31.03.15	760000	Transfer	760000	3.12	
		Limited	760000	3.12	31.03.15					

# (v) Shareholding of Directors and Key Managerial Personnel:

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year					
1.	Mr. Pratik K Mehta-Managing Director	1610700	6.61	1610700	6.61	
2.	Mr. Vinay K Mehta-Director	1619700	6.64	1619700	6.64	
	Date wise Increase / Decrease in Sh. /bonus/sweat equity etc): <b>NO CHA</b>		ear specifying the reasons fo	r increase /decrease (e.g. a	allotment/transfer	
	At the End of the year					
1.	Mr. Pratik K Mehta-Managing Director	1610700	6.61	1610700	6.61	
2.	Mr. Vinay K Mehta-Director	1619700	6.64	1619700	6.64	

# V. INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total
	Excluding deposits			Indebtedness
Indebtedness at the				
beginning of the				
financial year				
i) Principal Amount	0	0	0	0
ii)Interest due but not	0	0	0	0
paid				
iii) Interest accrued but	0	0	0	0
not due				
Total (i+ii+iii)	0	0	0	0
Change in				
Indebtedness				
during the financial				
year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the				
end of the financial				
year				
i) Principal Amount	0	0	0	0



ii) Interest due but not	0	0	0	0
paid iii) Interest accrued but	0	0	0	0
not due				
Total (i+ii+iii)	0	0	0	0

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SI. no.	Particulars of Remuneration	Name of MD/WT	Total Amount		
		Mr. Pratik K Mehta- Managing Director	WTD	Manager	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	50000	-	-	50000
2.	Stock Option				
3.	Sweat Equity				
4.	Commission- as % of profit	NIL			
5.	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

#### B. Remuneration to other directors:

SI. no.	Particulars of Remuneration			<b>T</b>	
1101	Normal relation	Mr. Suresh Kumar Patni-Independent Director	Mrs. Reena Jain- Independent Director	Mr. Vinay K Mehta- Non-Executive Directors	Total Amount
1.	Fee for attending board / committee meetings Commission Others, please specify	14400	14400	14400	43200
	Total (1)	14400	14400	14400	43200
	Total ManagerialRemuneration	-	-	-	-
	Overall Ceiling as per the Act				



# C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI. no.	Particulars of Remuneration	Key Managerial Personnel					
		CEO - Mr. Ashok Gupta	CS - MsAkriti Sharma	CFO - Mr. Surya Bishnoi	Total		
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-			
2.	Stock Option		NIII				
3. 4. 5.	Sweat Equity  Commission- as % of profit - others, specify  Others, please specify		NIL				
J.	Total		-	-			

# VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made,if any (giveDetails) Company
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	=	-	-
B. DIRECTORS					
Penalty	-	-	•	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	_	-	-	-
Compounding	-	-	-	-	-



# Annexure-II to Boards Report

#### FORM No MR-3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

To, The Members, Unishire Urban Infra Limited 873, Block A, Lake Town, Ground Floor, Kolkata- 700089

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Unishire Urban Infra Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Unishire Urban Infra Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Unishire Urban Infra Limited ("the company") for the financial year ended on 31st March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period).



- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period).
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: (Not applicable to the Company during the Audit Period).

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

#### I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members` views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and process in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and quidelines.

Place: Kolkata

Note:

Dated: 29<sup>TH</sup> May, 2015

MANJULA PODDAR
Secretary in practice:

ACS No : 30520 C.P.No. : 11252

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



'Annexure A'

To, The Members, The Members, Unishire Urban Infra Limited 873, Block A, Lake Town, Ground Floor, Kolkata-700089

My report of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

Manjula Poddar
Practising Company Secretary
Membership No- 30520
Certificate of Practice Number-11252

Date: 29<sup>th</sup> May, 2015

Place: Kolkata



#### 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 engaged in the business of real estate development and construction. Our company is also engaged in equity shares trading and investing activities. 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 2014-15 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 2014-2015, the company further strengthened its infrastructure and systems to support its operations.

Place: Kolkata

Date: 04th September, 2015

For and on Behalf of the Board of Directors Pratik K Mehta (DIN: 01386506) Managing Director

#### **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. The Board has appointed Mr. Kirti K Mehta as our new Chairman in the Board in the Board Meeting held on July 1st, 2014

During the year, six board meetings were held on. The company's last Annual General Meeting was held on 30<sup>th</sup> September, 2014.

The particulars of Directors, their attendance during the financial year 2014-2015 and also other Directorships and Board Committee Representations of Public Limited Companies are as under:

•	•	•				
Name of the Director &		Attendance		Other Board Representation*		
Designation	Category	No. of Board Meetings	Last AGM	Directorship/ Chairman	Committee #	
Mr. Kirti K Mehta	Chairman	2	-		Nil	
Mr. Pratik K Mehta Managing Director	Executive	5	Yes	10	Nil	
Mr. Vinay K Mehta	Non-Executive Non Independent	5	Yes	7	Nil	
Mr. Suresh Kumar Patni	Non-Executive Independent	3	Yes	1	Nil	
Mrs. Reena Jain	Non-Executive Independent	3	Yes	NA	Nil	

#### 3. AUDIT COMMITTEE

The terms of reference of the Audit Committee including its role & powers are as specified in 177 of the Companies Act, 2013 and also of the Listing Agreement, as amended from time to time. The Audit Committee consists of two independent directors Mr. Suresh Kumar Patni and Mrs. Reena Jain and one Non-Independent Director Mr. Vinay K Mehta. Mr. Suresh Kumar Patni has been designated as chairman of the committee. All the members of the committee are financially literate. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

The committee met 5 times during the financial year ended March 31st, 2015. The composition of the Audit Committee and the details of the meetings of the Committee attended by the Directors during the financial year 2014-15, are given below:

Name of Member	Category	No. of meetings attended
Suresh Kumar Patni	Independent Non-Executive Director	5
Reena Jain	Independent Non-Executive Director	5
Vinay Kirti Mehta	Non Independent Director	1

#### Review of information by the Audit Committee

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 Nomination & Remuneration Committee has been constituted pursuant to section 178 of the Companies Act, 2013 and the Clause of the Listing Agreement entered into with the Stock exchange for considering the appointment, removal, fixing/determination of remuneration of Managing Directors, the Key Managerial Personnel and to review the same from time to time and for carrying out evaluation of every director's performance

The Committee met 4 times during the financial year March 31st, 2015. The composition of the Nomination & Remuneration Committee and the details of the meetings of the Committee attended by the Directors during the financial year 2014-15, are given below:

Name of the Member	Category	No. of Meeting Attended
Mr. Suresh Kumar Patni	Independent –Non-Executive	4
Wir. Suresii Kumar raum	Director	
Mrs. Reena Jain	Independent –Non-Executive	4
IVII S. RECITA JAII I	Director	
Mr. Vinay Kirti Mehta	Non-Executive Director	1

# Remuneration Policy:

The Independent as well as Non-Executive Directors of the company are paid remuneration through sitting fees.

The details of sitting fees paid to the Directors and salary paid to the Managing Director of the Company during the year 2014-2015 are given below:

	Sitting Fees			
Name of the Director/KMP	Board Meeting	Committee Meeting	Total	
Mr. VinayKirti Mehta Non-Executive	7200	9600	16800	
Mr. Suresh Kumar Patni Independent-Director	7200	12000	19200	
Mrs. Reena Jain Independent-Director	7200	10800	18000	
	Salary		Total	
Mr. Pratik Kirti Mehta, Managing Director	50000		50000	
Service Contract		5 years from 19 <sup>th</sup> November, 2013		
Mr. Ashok Gupta Chief Executive Officer				
Mr. Surya Bishnoi Chief Financial Officer				
Ms. Akriti Sharma Company Secretary				



#### 5. SHAREHOLDER'S GRIEVANCE & SHARE TRANSFER COMMITTEE

The committee comprises of Mr. Pratik K Mehta, Managing Director as Chairman Mr. Vinay K Mehta and Mr. Suresh Kumar Patni as its members. The Company Secretary acts as Secretary to the Committee. 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 Mr. Jayanta Gupta 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	6
Mr. VinayKirti Mehta	Non-Executive Director	6
Mr. Suresh Kumar Patni  Independent–Non-Executive Director		1

During the year 2014-2015, the company had not received any complaints from the investor. As on 31<sup>st</sup> March, 2015 there were no investor grievances pending and no transfer were pending for approval.

#### INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on March 30, 2015 inter alia, to discuss:

- 1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole
- 2. Evaluation of the performance of the Chairman of company, taking into account the views of the Executive and Non-Executive Directors
- 3. Evaluation of the quality, content and timeless of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties

  All Independent Directors were present at the meeting

#### 6. GENERAL BODY MEETINGS

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

Financial Year	Date	Venue	Time	Special Resolutions Passed
2013-2014	30 <sup>th</sup> September 2013	1, Crooked Lane, Kolkata-700069	11.00A.M.	Yes, Appointment of Independent Directors
2012-13	30 <sup>th</sup> September 2013	1, Crooked Lane, Kolkata-700069	3.00P.M.	Yes, Regularization of new Directors appointment.
2011-12	28 <sup>th</sup> September 2012	1, Crooked Lane, Kolkata-700069	12.30P.M.	None



- b) Details of Extra-ordinary General Meeting held during the year-NONE
- c) Details of Special Resolution is proposed to be conducted through postal ballot- **NONE**

#### 7. DISCLOSURES

- i) 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.
- ii) 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.
- iii) The Company has followed all the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.
- iv) 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) The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a Vigil Mechanism (Whistle Blower Policy wherein the employees and others as included in the policy are free to report violations of laws, rules, regulations or unethical conduct to the vigilance officer and no personnel has been denied access to the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.
- vi) 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 AGM:

Wednesday, September 30, 2015 at 11.00 A.M. at 873, Block-A, Lake Town, Ground Floor, Kolkata-700089

b) Financial Calendar : April to March Annual General Meeting : September

Dividend Payment : N.A.

c) Date of Book Closure : September 25th to September 30th, 2015 (both

Days Inclusive)

d) Dividend payment date : No dividend will be paid for F.Y 2014-15 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 2014-15

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.

	Price on BSE (₹) & Volume			S&P BSE Sensex	
Month	High (Rs,)	Low (Rs.)	Volume (No. of Shares)	High (Rs)	Low (Rs.)
April, 2014	12.25	11.55	490000	22446.44	22417.80
May, 2014	21.50	19.70	1080000	25375.63	22277.04
June, 2014	11.35	11.15	690000	25725.12	24270.20
July, 2014	10.82	10.82	530000	26300.17	24892.00
August, 2014	11.00	10.85	230000	26674.38	25232.82
September, 2014	8.97	7.39	110000	27354.99	26220.49
October, 2014	8.13	8.13	50000	27894.32	25910.77
November, 2014	10.30	10.25	210000	28822.37	27739.56
December, 2014	10.00	9.50	470000	28809.64	26469.42
January, 2015	10.00	10.00	670000	29844.16	26776.12
February, 2015	13.25	11.49	240000	29560.32	28044.49
March, 2015	10.96	10.00	8980000	30024.74	27248.45

## h) Registrar & Transfer agents:

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

# i) Share Transfer System:

#### 1) Physical Form:

Share Transfer in physical form can be lodged either at the Registered Office of the Company or with PurvaSharegistry (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 processes 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.



# j) 1) Distribution Schedule as on 31st March 2015.

Shareholding of nominal value	Shareholders		Share Amount	
Rs.	Number	%to total	Rs.	%to total
Upto 5000	1	0.16	4700	0.00
40001-50000	1	0.16	50000	0.02
500001-100000	418	66.99	41795300	17.16
100001 AND ABOVE	204	32.69	201735000	82.82
TOTAL	624	100.00	243585000	100.00

## 2) Shareholding pattern as on 31.03.2015:

SI.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	8530470	35.02
VI.	Directors & Relatives	-	-
VII.	General Public	9328030	38.30
	TOTAL	24358500	100.00

# 3) Shareholding more than 1% of the Equity Share capital as on 31.03.2015:

SI.No.	Name of shareholders	No. of Shares	%
1.	Green Gold Plantation & Nursery L	1000000	4.11
2.	Oasis Agro Products Limited	760000	3.12
3.	Shree Bahubali Int. Ltd	620000	2.55
4.	SL Traders & Finance India Pvt Ltd	520000	2.13
5.	Misty Commercial Pvt Ltd	470000	1.93
6.	For Share Broking Pvt Ltd	400000	1.64
7.	Indus VanijyaPvt Ltd	350000	1.44
8.	Rajrath Merchants Pvt Ltd	330000	1.35
9.	Purotech Merchants Pvt Ltd	250000	1.03
10.	BMA Wealth Creators Ltd	250000	1.03
11.	Sanjay Chhabra HUF	250000	1.03
12.	ArchanaSuraj Agarwal	250000	1.03
13.	Sanchiti Agarwal	250000	1.03
14.	Rupali S Agarwal	250000	1.03

## k) Dematerialization of shares and liquidity:

99.10% of the share capital of the Company had been dematerialized till March 31, 2015. The Company's shares are frequently traded on BSE – SME Segment.

- I) The Company has no outstanding GDR/ADR/Warrants or any convertible instruments:
- m) Address for correspondence : 873, Block-A, Lake Town



Ground Floor, Kolkata-700089

Tel: 033-25349016 Fax: 033-22428966

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, 2015, 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 Accoutants (Firm Reg. No. 325678E) Arun Kumar Jain Proprietor Membership No. 053693

Place: Kolkata

Date: 04th September, 2015



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

Tο 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, 2015 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 affaires 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:
  - 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 Pratik K Mehta (DIN: 013806506) Date: 04th September, 2015

Managing Director



#### 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, 2015 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, 2015
- 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, 2015 from being appointed as a director in terms of Section 274(1) (q) of the Act.

For Arun Jain& Associates Chartered Accountants (FRN NO. 325867E) C.A. Arun Kumar Jain Proprietor Membership No. 053693

Place: Kolkata Date: 29<sup>th</sup> May, 2015

#### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Annexure referred to in our report of even date on the accounts for the year ended 31st March, 2015

- 1. a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - b) The assets are physically verified, in phases, by the management during the year as per the regular programme of verification, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification. The discrepancies noticed on such verification have been appropriately dealt with in the books of accounts.
- 2. a) The inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of such verification is adequate. It was represented to us that inventories with third parties are also verified from time to time.
  - 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.

#### UNISHIRE URBAN INFRA LIMITED



- 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. During the year, the company has granted loan to any company, firm or other parties covered in the register maintain under section 189 of the Companies Act, 2013.
- 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. The company has not accepted deposits within the meaning of sections 73 to 75 of the Companies Act, 2013 during the year.
- 6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government under section 148(1) of the Companies Act, 2013 for maintenance of cost records and are of the opinion that prima-facie, the prescribed accounts and records have been made and maintained.
- According to the records provided to us, the company is regular in depositing undisputed statutory dues including provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax. Duty of Customs, Duty of Excise, Value Added Tax, Cess and Other Statutory dues with the appropriate authorities. However, We have observed a few instances of belated remittances of Tax deducted at source.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable.
  - c) No fund is required to be transferred to Investor Education and Protection Fund.
- 8. The Company does not have any accumulated losses and it has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- 9. The Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as the Company has not taken any loan from any financial institution or bank or debenture holders.
- 10 The Company has not given any quarantee for loans taken by others.
- 11 The Company has not obtained any term loans during the year as such the same is not applicable.
- No fraud on or by the company has been noticed or reported during the year.

Arun Jain& Associates Chartered Accountants (Firm Reg. No.325867E) Arun Kumar Jain Proprietor Membership No. 053693

Place: Kolkata Date:29<sup>th</sup> May, 2015



### Balance Sheet as at 31st March, 2015

Particulars	Notes	As 31st Ma	at rch, 2015	As at 31st March	
EQUITY AND LIABILITIES					
Shareholder's Funds					
(a) Share Capital	2	243,585,000		243,585,000	
(b) Reserves and Surplus	3	3,825,132	247,410,132	3,280,397	246,865,397
Current Liabilities	4				
(a) Other Current Liabilities		167,860		142,057	
(b) Short-Term Provisions		806,397	974,257	500,929	642,986
Total			248,384,389		247,508,383
ASSETS			2 10,30 1,30 7		217,500,505
Non- Current Assets	5				
(a) Fixed Assets					
Tangible Assets			348,801		581,114
(b) Non Current Investments		78,505,645		13,134,744	
(c) Long Term Loans and Advances (d) Other Non Current Assets		20,452,885 2,479,045	101,437,575	200,000 5,514,772	18,849,516
(a) Other Norreal Christis		2,477,043	101,737,373	3,314,772	10,0+7,510
Current Assets	6				
(a) Inventory		1,162,656		6,632,900	
(b) Trade Receivables		5,549,676		5,571,397	
(c) Cash and Cash Equivalents (d) Short Term Loans & Advances		270,608 134,986,930		3,019,981 134,575,870	
(e) Other Current Assets		4,628,144	146,598,013	4,188,505	153,987,843
		1,020,111	. 10,570,015	.,100,505	133,707,013
Total			248,384,389		247,508,383
Significant Accounting Policies	1				

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

For and on behalf of Board of Directors

Sd/-Sd/-

Pratik K. Mehta Vinay K. Mehta Managing Director Director

Sd/-

Kolkata Surya Bishnoi Chief Financial Officer 29 May,2015

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 29th day of May, 2015



### Statement of Profit and Loss for the Year ended 31st March, 2015

Particulars	Notes		Year Ended 31st March, 2015		nded h, 2014
INCOME		31301016	11011, 2013	3 13¢ Wien C	11, 2011
Revenue from Operations Other Income	7 8		100,000 15,168,168		58,162,747 8,764,912
Change in Inventory	9		(5,469,435)		423,201
Total Revenue			97,98,733		67,350,860
EXPENSES					
Purchase of Stock in Trade Employee Benefits Expense Finance Costs Depreciation & Amortization Expenses Other Expenses	10 11 12 13 14		709,996 3,048 856,354 7,341,574		63,008,799 977,794 4,034 857,041 1,590,584
Total Expenses			8,910,972		66,438,252
(Loss) / Profit Before Tax			887,762		912,608
Tax Expense :					
Current Tax		(293,075)		(195,512)	
Deferred Tax		(23,507)	(2.42.027)	(10,099)	(205,611)
Income tax related to earlier year		(26,445)	(343,027)		
(Loss) / Profit for the year			544,735		706,997
Earning Per Equity Share:					
(1) Basic			0.022		0.022
(2) Diluted			0.022		
Significant Accounting Policies	1				

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

For and on behalf of Board of Directors

Sd/- Sd/-**Pratik K. Mehta** *Managing Director*Sd/-**Vinay K. Mehta** *Director* 

Sd/
Kolkata Surya Bishnoi

29 May,2015 Chief Financial Officer

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 29th day of May, 2015



- 1. Unishire Urban Infra Limited (the Company) was incorporated on 23<sup>th</sup> 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.

#### 3. 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.

#### 4. 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.

#### 5. 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.

#### 6. 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 31.03.2015	As At 31.03.2014
SHARE CAPITAL Authorised Capital	350,000,000,00	110 000 000 00
2,50,00,000 ( Previous Year 25,000,000 ) Equity Shares of Rs.10/- each  Issued, Subscribed & Paid Up	250,000,000.00	
2,43,58,500 ( Previous Yea 24,358,500 ) Equity Shares of Rs.10/- each, fully paid up	243,585,000.00	243,585,000.00
	243,585,000.00	243,585,000.00

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

Particulars	As at 31.03.2015		As at 31.03	.2014
	Quantity	Amount	Quantity	Amount
Equity Shares Shares outstanding at the beginning of the year <i>Add: Additions during the year</i>	24,358,500	24,358 5,000	5,202,900	52,029,000
- Bonus shares	-	-	-	-
- Prefential Allotment	-	-	12,725,600	127,256,000
- Intial Public Offer	-	-	64,30,000	64,300,000
Shares outstanding at the end of the year	24,358,500	243,585,000	24,358,500	243,585,000

#### 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 shareholders in the ensuring annual general meeting. In the event of liquidation, the equity shareholders are eligible to  $receive\ remaining\ assets\ of\ the\ Company\ after\ distribution\ of\ all\ prefential\ amount\ in\ proportion\ to\ their\ shareholding.$ 

#### 3c Shareholders holding more than 5% shares as on 31st March 2015 are as follows:

		3							
Г			As at 31.03.2015			As at 31.03.2014			
		Particulars	No. of Shares	Amount	% of Holding	No. of Shares	Amount	% of Holding	
Г	i)	KirtiKantilal Mehta	1,658,900	16,589,000	6.81	16,58,900	-	-	
	ii)	VinayKirti Mehta	1,619,700	16,197,000	6.65	16,19,700	-	-	
	iii)	Pratik Kirit Mehta	1,610,700	16,107,000	6.61	16,10,700	-	-	
	IV)	NutanKirti Mehta	1,610,700	16,107,000	6.61	16,10,700	-	-	

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 3	1.03.2015		As at 31.03.2014
RESERVES & SURPLUS Securities Premium Reserve Balance Brought Forward Add/(Less): For Issue of Bonus Shares Surplus from Statement of Profit & Loss Balance Brought Forward Add/(Less): For Issue of Bonus Shares	2,552,945 - 727,452 -	2,552,945	2,552,945 - 20,455	2,552,945
Surplus/(Deficit) for the Year	544,735	1,272,187	706,997	727,452
		3,825,132		3,280,397

	Particulars	As At 31.03.2015	As At 31.03.2014
5	CURRENT LIABILITIES (a) Other Current Liabilities For Expenses ASBA Commission Payable TDS Payable (Due to small & medium companies - nil)	157,673 - 9,959	39,326 62,865 39,866
	Other Liabilities	228	-
		167,860	142,057
	(b) Short Term Provisions Provision for Income Tax	806,397	500,929
		806,397	500,929



Particulars		As at 3	1.03.2015	As at 31.	03.2014
NON CURRENT ASSETS					
(a) Tangible Assets Gross Amount Opening Balance B/F Additions during the Year		1,190,784 15,500		1,192,774 -	
Sale/Adjustment during the Year		-	1,206,284	-	1,192,774
Less: Depreciation Reserve Opening Balance B/F Additions during the Year Reversal/Adjustment during the Year		733,920 123,563 -	857,483	611,659 124,250	735,909
Net Amount			348,801		456,864
Itemwise details of Fixed Assets and depreciation is given in Appendix 1 to	0				
Notes on Accounts					
(b) Non Current Investments					
<ul> <li>(i) Investments (at cost, Long term, Other than trade)</li> <li>In unquoted Equity Shares, at cost</li> <li>Shree MahavirUdyog Private Limited</li> <li>Jain Vincom Private Limited</li> </ul>	10.00 10.00	Quantity 400000 5000	Amount 4,000,000 250,000	Quantity 400000 5000	Amount 4,000,000 250,000 4,250,000
Less: Provision for Diminition in the value of Shares			4,250,000 - 4,250,000		4,250,000
Reliance Short Term Fund - Growth Fund	1,000.00 10.00 1,000.00 10.00 10.00 1,000.00 1,000.00 10.00	Quantity 28.866 18122.559 925.512 79853.551 39446.487 3046.368 34753.596	Amount 85,519 316384 1640960 1,700,000 500,000 6,577,035 63,435,747 - 74,255,645 78,505,645 78,851,698 42,50,000	Quantity 88.363 18122.559 4165.834 79853.551 39446.48 20090.552 1,166,602.504	Amount 261,787 316,384 7,042,130 1,700,000 500,000 6,577,035 35,00,000 20,00,000 71,397,337 75,647,337 74,168,682 4,250,000
Security Deposit		(42,000		(43,000	
- With BSE - With Other		643,000 200,000	843,000	643,000 200,000	843,000
Sub-classification Secured, considered good Unsecured, considered good		- 20,452,885		12,343,000	
		_1,132,003	20,452,885	. 2,3 13,000	12,343,000
(d) Other Non Current Assets Fixed Deposit			2,479,045		5,073,339
[refer note 6(c )]					
			2,479,045		5,073,339



Particulars	As at 31	.03.2015	As at 31.03	3.2014
URRENT ASSETS (a) Inventories Stock in Trade (valued at lower of cost or market value)		1,162,656		6,632,0
Sub Classification Shares & Securities Commodities	1,162,656		6,632,090	
		1,162,656		66320
(b) Trade Receivables Trade Receivables outstanding for a period exceeding Six months from the due date of payment Others*	5,549,676	5,549,676	5,571,397	5,571,3
Sub Classification Due from related parties Others	5,549,676	3,347,076	- - 5,571,397	3,371,3
		5,549,676		5,571,3
(c) Cash & Cash Equivalents Balances with banks				
in Current Accounts - HDFC Bank - ICICI Bank in Fixed Deposit (maturing within three months)  Cash on hand	116,389 127,565 	244,404 26,204	346,678 2,570,893	2,917,; 102,•
Other Bank Balances In Fixed Deposit Account Less: Maturing after one year (shown as Other Non Current Assets)	2,479,044 (2,479,044)	-	5,514,773 (5,514,773)	
( N S   T     S   A		270,608		3,019,
(d) Short Term Loans & Advances (unsecured, considered good) Loan Given (repayable on demand) to corporates, other than associate companies to others	120,134,042 14,852,888	134,986,930	132,375,870 	134,575,8
Sub Classification Secured Loan Unsecured Loan	134,986,930		- 134,575,870	
(e) Other Current Assets		134, 986,930		134,575,8
Tax Paid in Advance / At Source Interest Accrued but not due on Fixed Deposit		930,723 326,618		930,: 326,0
Preliminary Expense (to the extent not written off) Input Service Tax		2,931,164 71,931		2,931,1
		4,188,505		4,188,5



Particulars	As at 31.03.2015		As at 31.03.2014	
REVENUE FROM OPERATIONS Sales - Shares & Securities - Commodities-		-	34,904,497 23,258,250	58,162,747
Other Operating Income Income from Advisory Services Bill Discounting Income		100,000		- - 58,162,747

	Particulars	As At 31.03.2015	As At 31.03.2014
8	OTHER INCOME		
	nterest on Fixed Deposit	494,942	717,833
	Dividend Income	1,775	10,816
	nterest on Loan	11,281,243	4,506,102
	nterest on Tax Refund	11,900	-
1	Profit on Sale of Non Current Investments	3,378,309	3,530,161
		8,764,912	2,632,806

	Particulars	As at 31.03.2015		As at 3	1.03.2014
9	CHANGES IN INVENTORIES Opening Stock Shares & Securities Commodities	6632091	6,632,091	691,023 5,517,867	
	Closing Stock Shares & Securities Commodities	1,162,656 -	1,162,656	6,632,091 -	6,632,091
			5.469.435		(423,201)

	Particulars	As at 3	1.03.2015	As at 3	1.03.2014
10	PURCHASES Purchase of Stock in Trade - Shares & Securities - Commodities	-	1	45,613,223 17,395,576	
					63 008 799

Particulars	As At 31.03.2015	As At 31.03.2014
EMPLOYEE BENEFITS EXPENSE Salary to Employees	709,996	977,794
	709,996	977,794

	Particulars	As At 31.03.2015	As At 31.03.2014
12	FINANCE COSTS Bank Charges & Commission	3,048	4,034
		3,048	4,034



	Particulars	As At 31.03.2015	As At 31.03.2014
13	DEPRECIATION & AMORTISATION EXPENSES		
	Depreciation	123,563	124,250
	Amortisation of Prelimiary Expense	732,791	732,791
		856,354	857,041

	Particulars	As At 31.03.2015	As At 31.03.2014
14	OTHER EXPENSES		
	Annual Listing Fees to BSE	30105.00	28,090.00
	Annual Maintenance Charges	12,100.00	12,100.00
	Membership & Subscription	100000.00	-
	Demat Charges	898.00	573.00
	Business Promotion	166426.00	201,394.00
	Bad Debt	740000.00	171,986.00
	Entertainment Expenses	-	18,295.00
	General Charges	83813.00	2,594.99
	Motor Car Expense (including Insurance)	55550.00	42,916.97
	Security Transaction Tax	-	48,790.00
	Transaction Charges	1200.00	7,921.69
	Service Tax Expenses	-	-
	Software Charges	-	119,539.00
	Repair & Maintenance	16435.00	-
	Rent	180000.00	50,000.00
	Subscription	-	16,000.00
	Rates & Taxes	1223000.00	15,457.00
	Trade Licence	2050.00	5,800.00
	Telephone Expense	16911.00	1,735.00
	Filing Fees	17831.00	8,062.00
	Auditor Remuneration :		
	- Audit Fees	16,854.00	16,854.00
	- Other Services	2247.00	16,854.00
	Secretarial Audit Fees	9427.00	5,618.00
	Printing & Stationery	248162.00	88,566.00
	Legal & Professional Charges	1186345.00	634,800.00
	Travelling Charges	89913.00	13,772.00
	Testing Charges	66050.00	-
	Power & Fuel	5501.00	-
	Administrative Expenses	318140.00	-
	Labour Charges	51259.00	-
	Loss in Future & Options	917193.00	-
	Labour Charges	70000.00	-
	Brokerage & Commission	1695077.00	-
	Interest On Late Payment	19087.00	-
	Share Issue Expenses	-	62,865.42
		7341573.70	1,590,584.07

- 1. 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.
- 2. The company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 is applicable.
- 3. 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.
- 4. 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.
- 5. Based on information available with the company, there are no clients/creditors who are registered under Micro, Small and Medium Enterprises Development Act, 2006.
- 6. There is no small scale industrial undertaking to whom the company owes amounts outstanding for more than 30 days as at 31st March,2013.
- 7. 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.



#### Earning Per share (EPS):

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

Particulars		As At
		31.03.2014
(Loss) / Profit after tax	54473	706996
Number of Share	2435850	0 24358500
Weighted Average Number of Shares	2435850	0 12687785
Nominal Value of Share	1	0 10
Earning Per Shares		
- Basic	0.02	2 0.029
- Diluted	0.02	0.056

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

For and on behalf of Board of Directors

Sd/-Sd/-

Pratik K. Mehta Vinay K. Mehta Managing Director

> Sd/-Surya Bishnoi

Director

Kolkata 29 May,2015 Chief Financial Officer 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 29th day of May, 2015



#### NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015 **NOTE NO. 5: FIXED ASSETS**

		GRC BLO				DEPRECIATION		NET BL	ОСК
	As at		Sal	As at	As at	For the	As at	As at	As at
Particulars	01.04.2014	Addition	es	31.03.2015	01.04.2014	Year	31.03.2015	31.03.2015	31.03.2014
Tangible Assets									
Motor Car	936,950.24	-	-	936,950.24	553175.40	99359.31	652534.71	284415.53	383774.84
Computer & Accessories	207,398.00	-	-	207,398.00	161768.51	18251.80	180020.31	27377.69	68,229.58
Television	24,435.64	-	-	24,435.64	11013.00	1867.08	12880.18	11555.46	15,591.29
Mobile	22,000.00	-	-	22,000.00	7962.79	1952.58	9915.37	12084.63	16,305.27
Camera	-	_	•	-	-	-	-	-	-
Total	1,190,783.88	-	1	1,190,783.88	733,919.80	131,087.95	865,007.75	325,776.13	483,900.98
Previous year	1,192,733.52	-	-	1,192,773.52	611,659.33	124,250.11	735,909.44	456,864.08	581,114.19

For and on behalf of Board of Directors

As per our report of even date: For Arun Jain & Associates **Chartered Accountants** 

ICAI FRN: 325867E

Sd/-Pratik K. Mehta Managing Director

Sd/-Vinay K. Mehta Director

(CA Arun Kumar Jain)

**Proprietor** M.No. 053693

Kolkata 29 May,2015

Sd/-Surya Bishnoi Chief Financial Officer

Kolkata, the 29th day of May, 2015



Summary Statement of Cash Flow:		(Amount in INR)
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
A. Cash Flow From Operating Activities		
Profit Before Tax	887,762	912,607
Adjusted for :		
a. Depreciation	123,563	124,250
b. Interest Expenses	-	4,034
c. Other Adjustments	-	-
d. Dividend Income	-	-
e. Profit on sale of long term investments	-	-
f. Interest Income	-	-
Operating profit before working capital changes	1,014,373	1,040,891
Adjusted for :		
a Decrease/(Increase) in Inventories	5,469,435	(423,201)
b.Decrease / (Increase) in trade receivable	21,721	(3,687,512)
c.(Increase) / Decrease in short term loans and advances	(411,060)	(107,554,776)
d. (Increase) / Decrease in Other Current Assets	(439,639)	(3,681,142)
e. (Increase) / Decrease in Short Term Investments	(2,858,308)	(62,512,593)
f. Increase / (Decrease) in short term provisions	305,468	205,611
g. Increase / (Decrease) in other current liabilities	25,803	(501,176)
h. Increase / (Decrease) in Long term Loans & Advances	(8,109,885)	(12,143,000)
i. Increase / (Decrease) in Non – Current Assets	2,594,294	-
Cash generated from operations	(2,390,846)	(189,256,898)
Income Tax Paid (net of refunds)	(343,027)	(205,611)
NET CASH GENERATED FROM OPERATION	(2,733,873)	(189.462,509)
B. CASH FLOW FROM INVESTING ACTIVITIES		
a. Purchases of Fixed Assets	15,500	-
b. Sale of Fixed Assets	-	-
c. (Purchase) / Sale of non-current investment	-	-
d.(Increase) in Misc. Expenses	-	-
e. Interest received	-	-
f. Dividend Income	-	-
Net cash (used) in investing activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES	-	-
a. Financial Charges	-	(4,034)
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
Net Increase/ (Decrease) in cash and cash equivalents	(2,749,373)	2,089,457
Cash and cash equivalents at the beginning of the year	3,019,981	6,003,862
Cash and cash equivalents at the end of the year	270,608	8,093,319

### UNISHIRE URBAN INFRA LIMITED



#### Notes:

Pratik K Mehta

Managing Director

- 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

Vinay K Mehta Director

Kolkata Jayanta Gupta 29th May, 2015 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 29th day of May, 2015.

## UNISHIRE Urban Infra Limited

CIN L67190WB1991PLC051507

Regd. Office: 873, Block A, Lake Town, Ground Floor, Kolkata-700089 Phone No.: 033-2534 9016, Email: unishire\_urban@yahoo.com

Website: www.unishire.com

## 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}

(Management and Administration) Rules, 2014) CIN: L67190WB1991PLC051507 Name of the company: Unishire Urban Infra Limited Registered office: 873, Block A, Lake Town, Ground Floor, Kolkata-700089 Name of the Member(s): Registered Address: Email ID: Folio No/Client ID: DP ID: We, member(s) of..... beina the shares of the above named company, hereby appoint; 1. Name:.....Address:.....Address:..... ..... Email Id:.....or failing him ..... Email Id:.....or failing him 3. Name:.....Address:.....Address ..... Email Id:.....or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 11.00A.M. at Registered Office of the Company 873, Block-A, Lake Town, Kolkata -700089 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, 2015
- 2. Re-appointment of Mr. Vinay K Mehta as a Director of the Company
- 3. Re-Appointment of Auditors

Signed this.....day of.....2015

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.

### **UNISHIRE** Urban Infra Limited

CIN L67190WB1991PLC051507

Regd. Office: 873, Block A, Lake Town, Ground Floor, Kolkata-700089 Phone No.: 033-2242 8966, Email: unishire\_urban@yahoo.com

Website: www.unishire.com

#### **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	
3 .	Annual General Meeting of Unishire Urban Infra Limited wn, Ground Floor, Kolkata-700089 on Wednesday
Signature of the shareholder or proxy	
*Applicable for members holding shares i	in dematerialized form.

@Applicable for members holding shares in physical form.