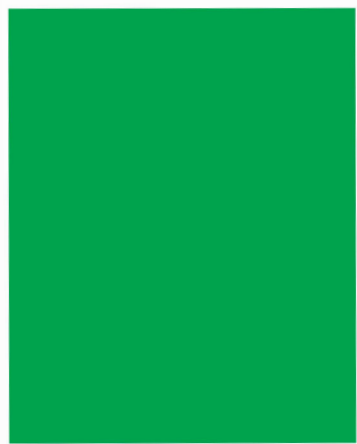




 **UNISHIRE<sup>®</sup>**  
Spreading acres of joy

**ANNUAL REPORT**  
**2020-21**



**CONTENTS**

**SYNOPSIS**

Corporate Information.....

Notice.....

Directors' Report.....

Corporate Governance.....

CEO and CFO Certification.....

Management Discussion and Analysis.....

**REPORT ON STANDALONE FINANCIALS STATEMENT**

Independent Auditors' Report.....

Balance Sheet.....

Statement of Profit & Loss.....

Cash Flow Statement.....

Notes to Accounts.....

**CORPORATE INFORMATION**

**CHAIRMAN**

Mr. Kirti Kantilal Mehta - Chairman

**BOARD OF DIRECTORS**

Mr. Akshay Kumar Jain - Managing Director  
 Mr. Vinay K Mehta - Non-Executive –Non Independent Director  
 Mr. Suresh Kumar Patni - Non-Executive – Independent Director  
 Mrs. Reena Jain - Non-Executive – Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Ashok Gupta - Chief Executive Officer  
 Mr. Surya Bishnoi - Chief Financial Officer  
 Mrs. Shilpi Modi - Company Secretary / Compliance Officer

**BANKERS**

HDFC Bank Ltd  
 ICICI Bank Ltd

**STATUTORY AUDITORS**

Arun Jain & Associates  
 Chartered Accountants  
 375 /A/F B.B. D. Road  
 Hindmotor, Hooghly – 712 233  
 Phone: 9038693633

**INTERNAL AUDITORS**

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

**SECRETARIAL AUDITOR**

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

**REGISTRAR & SHARE TRANSFER AGENT**

Purva Shareregistry (India) Pvt. Ltd  
 No.9, Shiv Shakti Ind.Estate  
 J.R.Boricha Marg, Lower Parel  
 Mumbai-400011  
 Phone: 022-2301 8261, Fax: 022-2301 2317  
 E-mail: busicomp@vsnl.com

**AUDIT COMMITTEE**

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

**STAKEHOLDERS RELATIONSHIP  
AND GRIEVANCE COMMITTEE**

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

**NOMINATION AND  
REMUNERATION COMMITTEE**

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

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

**CHAIRMAN'S MESSAGE**

Dear Stakeholders,

As I write this, we are in the middle of the biggest crisis we have seen in our lifetimes, the COVID-19 pandemic. So far, it has created unprecedented socioeconomic disruption, fear and the tragic loss of human life. The collapse in economic activity this time is likely at a level unseen in previous recessions. The exit path remains a vaccine and till then it is likely to be a bumpy ride with a continuous stop-start rhythm and strict health protocols.

Having said that, most of us have lived through economic crises before. Each time the agony has been different but each time we have adapted and bounced back. I am hopeful that like all previous crises, the COVID-19 calamity will also pass and in time, a fresh wave of business energy will be unleashed. The next few months will be critical for organizations as they build their resilience in order to persist, resurrect their businesses and master the new business environment.

The Indian economy continued to be a bright spot on the global economic scenario in financial year 2020-2021. The Government is taking more and more initiatives to kick-start and sustains the growth momentum in business and industry. However the Indian Corporate Sector will take some more time to get back on a high growth trajectory as it is still recovering from the prolonged slowdown of past years.

I take this opportunity to express my sincere gratitude for the immense support and guidance received by your company. With above background and considering the way ahead, I am confident that your company will continue its robust growth path in the coming years. I would also like to express my heartfelt thanks to all our shareholders, customers, Banks, Government of India, Government of West Bengal, Government of Karnataka, suppliers, partners, employees and all other stakeholders for their unstinted and continued support and look forward to the same at all time in the future.

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

Yours sincerely

**Kirti Kantilal Mehta**  
**Chairman**

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**30TH ANNUAL GENERAL MEETING**

**Date:** FRIDAY, 24th September, 2021

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

**Venue:** Through Video Conferencing (VC) / Other Audio Visual Means (OAVM), Venue of the AGM shall deemed to be the registered office of the Company that is 13/1A, Government Place (East) Top Floor, Kolkata – 700 069069

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**NOTICE**

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of **UNISHIRE URBAN INFRA LIMITED** will be held on Friday, 24<sup>th</sup> September, 2021 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), Venue of The AGM shall deemed to be the registered office of the Company that is 13/1A, Government Place (East) Top Floor, Kolkata – 700 069 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2021 and the Report of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in the place of Mr. Vinay K Mehta (DIN: 03586852) who retires by rotation and being eligible, offers himself for re-appointment.

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

Place: Kolkata  
Date: August 24, 2021

Shilpi Modi  
Company Secretary  
Membership No. : A43479

**NOTES:**

a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and by General Circular No. 02/2021 dated January 13, 2021 (hereinafter, collectively referred as the “MCA Circulars”) read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (hereinafter, collectively referred as the “SEBI Circulars”) has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 88th Annual General Meeting (the “AGM” or the “30th AGM” or the “Meeting”) of Unishire Urban Infra Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. ”.

b) Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 11.00 A.M. (IST).

c) **IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 88TH AGM OF THE COMPANY (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at unishire\_urban@yahoo.com with a copy marked to [www.evotingindia.com](http://www.evotingindia.com)

- d) Since the 30th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. The deemed venue for the 30th AGM shall be the Registered Office of the Company
- e) The Company's Statutory Auditors, M/s. Arun Jain & Associates, Chartered Accountants, (Registration number 325867E), were appointed for a period of 5 (Five) consecutive years at the 29th (Twenty Ninth) Annual General Meeting ("AGM") of the Members held on September 24, 2019 at a remuneration as decided by the Board of Directors of the Company. Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 24, 2019. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 ("the Act") by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors was withdrawn from the statute.

In view of the same, the Members of the Company at the 29th (Twenty Ninth) AGM held on Twenty Ninth had approved ratification of appointment of M/s. Arun Jain & Associates as the Statutory Auditors of the Company for the remaining period, i.e., from the conclusion of 29th (Twenty Ninth) AGM held on September 24, 2019 upto the conclusion of the 34th (Thirty Fourth) AGM. Therefore, the approval of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors had given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit

- f) **Dispatch of Annual Report through E-mail** - In accordance with the MCA Circulars and the SEBI Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2021, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Purva Shareregistry (India) Pvt. Ltd, or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Company viz., [www.uuil.co.in](http://www.uuil.co.in) and the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com).
- g) **Green Initiative:** To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- h) **Nomination:** Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant(s).
- i) **Submission of PAN:** The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company. Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:- a) Transferees and Transferors PAN Cards for transfer of shares b) Legal Heirs'/Nominees' PAN Card for transmission of shares c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and d) Joint Holders' PAN Cards for transposition of shares.
- j) **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialization of shares held by them in physical form.
- k) **Voting:** All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. September 17, 2021 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.
- l) The Register of members and Share Transfer Books of the Company will remain closed from Saturday, the 18th September, 2021 to Friday, 24th September, 2021 (both days inclusive)



- m) The details required under Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors / persons proposed to be appointed / re-appointed at this AGM form a part of this Notice..
- n) The Explanatory Statement pursuant to Section 102 of the Act in respect of business as set out in the Notice is annexed hereto.
- o) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- p) The Company's Registrar and Share Transfer Agents for its Share Registry Work are Purva Sharegistry (India) Pvt. Ltd, having their office at No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg Lower Parel, Mumbai, Maharashtra, 400011.
- q) Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Purva Sharegistry (India) Pvt. Ltd) for revalidation and encashment before the due dates.. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by Shareholders using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. M/s Kamalia & Associates, Advocate has been appointed as the Scrutinizer for providing facility to the members of the company to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting will not later than 48 (Forty-eight) hours of conclusion of the Meeting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorized by the Chairman. The Results shall be declared within 48 (Forty-Eight) hours after the conclusion of the AGM. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company, viz., [www.unishire.com](http://www.unishire.com) immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.
5. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Friday, September 17, 2021 May obtain the login details in the manner as mentioned below.

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

The voting period starts on **Tuesday, September 21st, 2021 at 9:00 a.m. (IST) and ends on Thursday, September 23rd, 2021 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 17th, 2021**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**A. THE DETAILS OF THE PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS & MEMBERS HOLDING SHARES IN DEMATERIALIZED FORM.**

- Pursuant to SEBI Circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders/retail shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>Members who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>1) If the Member is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>2) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |



|  |   |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>                                     | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

| Login type   | Helpdesk details   |
|--|--|
| <p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p> |
| <p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>              |

**B .THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS AND MEMBERS HOLDING SHARES IN PHYSICAL MODE, ARE EXPLAINED HEREIN BELOW:**

- i. The shareholders Should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders” tab.
- iii. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| PAN   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with Company/Depository Participants are requested to use the first two letter of their name and the 8 digits of the sequences number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul> |
| DOB   | <p>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</p>  |
| Dividend Bank Details   | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>   |

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant < Unishire Urban Infra Limited> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xviii. **Note for Non – Individual Shareholders and Custodians.**
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 17th, 2019 may follow the same instructions as mentioned above for e-voting.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/ OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
- iv. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. Members may send in their queries at least a week in advance to the Company at [unishire\\_urban@yahoo.com](mailto:unishire_urban@yahoo.com) to facilitate clarifications during the Meeting.
- vi. As the AGM shall be conducted through VC / OAVM, the Route Map is not annexed to this Notice.
- vii. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. on Thursday, September 24, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

- i. Members may access the platform to attend the AGM through VC <https://us04web.zoom.us/j/77070822087?pwd=emU0ZkRWYVN5S3daWkpiUFFFFYUtDUT09> by using their Zoom App. The Meeting ID: 770 7082 2087 Pass code: UUUL. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- iii. Members are encouraged to join the Meeting using Zoom App.
- iv. Members will be required to grant access to the web-cam to enable two-way video conferencing.
- v. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.

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

Place: Kolkata  
Date: August 24, 2021

Shilpi Modi  
Company Secretary  
Membership No. : A43479

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ANNEXURE - A TO NOTICE

Detail of the Director Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting (In Pursuant to Reg. 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

|   |  |
|---|--|
| Name of the Director  | Mr. Vinay K Mehta  |
| Date of Birth   | 14/08/1987   |
| Qualification   | Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University.  |
| Date of Appointment   | 19/08/2013   |
| No of Shares held as on 31.03.2021  | 1619700  |
| Expertise in Specific Functional area   | Mr. Vinay K. Mehta aged 33 Years, is the Non Executive Director of our Company. He has completed his Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University, Belgaum. He has been instrumental in Deploying sales force for Unishire Group. He is having an experience of over 10 Years and looks after the IT and sales of our company. |
| No of board meetings attended during FY 2020-21   | 7  |
| Other Listed Companies in which directorship held   | Nil  |
| Chairman/Member of the Committee(s) of the Board of Directors of other Listed Companies in which they are the director. | Nil  |

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

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

None of the Directors, except Mr. Vinay K Mehta, himself, is interested, whether directly or indirectly, in the resolution.

**DIRECTOR'S REPORT**

To  
The Members

Your Directors have pleasure in presenting the 29th Annual Report of the Company and the Audited Accounts for the year ended March 31<sup>st</sup> March, 2021.

**Financial Summary**

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

(Amount in Rupees)

| Particulars                                  | Year ended March 31, 2021 | Year ended March 31, 2020 |
|--|---------------------------|---------------------------|
| Total Revenue                                | 1,97,76,630               | 3,051,954                 |
| Profit/(Loss) before taxation                | 11,35,757                 | (11,28,411)               |
| Less: Tax Expense                            | 18,645                    | (1,742)                   |
| Profit/(Loss) after tax                      | 11,17,112                 | (11,26,669)               |
| Add: Balance B/F from the previous year      | 5,636,928                 | 6,763,597                 |
| Balance Profit / (Loss) C/F to the next year | 67,54,041                 | 5,636,928                 |

\*previous year figures have been regrouped/rearranged wherever necessary

**Review of Operation**

The Total revenue stood at 1,97,76,630 in Financial Year 2020-21, as against 3,051,954 in Financial Year 2019-20. The Profit incurred in FY 2020-21 is 11,17,112 as compared to Loss of last year which was (11,26,669).

**State of the affairs of the Company**

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

**Dividend & Reserves**

Your Directors did not recommend any dividend for the financial year 2020-21 and not proposed to carry any amount to reserves.

**Change in the nature of the business**

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

**Deposits**

Your Company has not accepted any deposits from the public or shareholder during the year, nor has any unclaimed or unpaid deposits at the end of the financial year 2020-21.

**Number of meetings of the Board**

The Board met Seven (7) times during the financial year, the details of which are given in the Corporate Governance report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Listing Regulations

**Directors Responsibility Statement**

Pursuant to clause C Section 134(3), 134(5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,



- a) In the preparation of the annual accounts for the financial year ended March 31st , 2021 , the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and make judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year March 31st, 2021 and of the profit and loss of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- d) The Directors had prepared the annual account on a going concern basis;
- e) The Directors in case of the listed company, had laid down the internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Declaration from Independent Directors**

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

**Nomination and Remuneration Policy**

The Nomination & Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act; 2013 and rules thereto stating therein the Company's policy on Directors, payment of managerial remuneration, Directors qualifications, positive attributes, independence of Directors by the Nomination & Remuneration Committee reviewed by the Board of Directors. The said policy is furnished as Annexure-I And forms part of this report .

**Policy on Sexual Harassment of women at work place**

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the\_ requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2020 -21.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing and obligations and disclosure requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the directors individually. Feedback was sought covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees , Board Culture , Execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the directors.

A Separate exercise was carried out by the Nomination and Remuneration committee of the Board to evaluate the performance of individuals Directors. The performance evaluation of the Non Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

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

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

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Vinay K Mehta, Director would retire by rotation at the ensuing Annual General Meeting and being eligible, for re-appointment. All independent directors have given their respective declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements regulations, 2015.)

**Auditors****Statutory Auditors**

The Company Auditor M/s. Arun Jain & Associates, Chartered Accountants are being appointed as Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting. In this regard M/s. Arun Jain & Associates, Chartered Accountant had submitted their written consent that they are eligible and qualified to be appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

**Secretarial Auditor**

The Board has appointed Mrs. Rupa Gupta, Practicing Company Secretary (CP No. 11691) to Conduct Secretarial audit of the Company for the financial year 2020-21, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report for the financial year 2018-19 forms part of the Annual Report as *Annexure-II* to the Board Report.

**Internal Auditor**

The Board has appointed M/s. DS Associate Chartered Accountants, (FRN: 317063E) as its internal auditors for the financial year 2020-2021. The reports of internal auditors are discussed in the Audit Committee Meetings.

**Compliance Certificate on Corporate Governance**

As required by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as *Annexure-III* to the board's report.

**Internal Financial Controls**

Your Company has in place adequate internal financial controls with reference to financial statements and such internal financial controls are adequate and are operating effectively.

**Risk Management**

Your Company has taken necessary steps for risk management including identifying risk which may threaten the existence/ Operations of the Company.

**Corporate Governance**

Report of Corporate Governance along with the certificate of the Auditors, confirming compliance of condition of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, forming part of the Annual Report.

**Management Discussion and Analysis**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) of the Listing Regulations, is presented in a separate section under the head "Management Discussion and Analysis" forming part of the Annual Report.

**Audit Committee**

The Audit committee comprises two Independent Directors, namely Mr. Suresh Kumar Patni, & Mrs. Reena Jain and one Non-executive Director Mr. Vinay K Mehta, as member of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

**Vigil Mechanism/Whistle Blower Policy**

The Company has set up a Vigil Mechanism, which also incorporates a whistle blower policy in terms of the Listing Regulations. Protected disclosures can be made by a whistle blower through e-mail or dedicated telephone no. or a letter through to the Vigilance

Officer or to the Chairman of the Audit Committee. The policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the [www.uuil.co.in](http://www.uuil.co.in)

During the year under review, no protected disclosures were made by the whistle blowers.

### **Corporate Social Responsibility**

The provisions of Section 135 of the Companies Act, 2013 are not applicable to your Company.

### **Subsidiaries**

The Company does not have any Joint Ventures, Associate or Subsidiary Companies as on 31.03.2021.

### **Particulars of Loans, Guarantees and Investments**

During the year under review, your company neither gave any Loans, guarantees nor made investments which are covered under Section 186 of the Companies Act, 2013.

### **Material Changes and Commitments**

There were no Material Changes and Commitments affecting Financial Position between the end of financial year and Date of the Report.

### **Extract of Annual Return**

Extract of Annual Return of the Company is annexed herewith as *Annexure-IV* to this Report.

The details pertaining to composition of Nomination and remuneration Committee are included in the Annexure III Corporate Governance Report, which forms part of this report.

### **Particulars of Contracts or Arrangements with Related Parties**

Particulars of Contracts or Arrangements with Related Parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is annexed as *Annexure-V* to the Board report

### **Particulars of Employees and Related Disclosure**

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as Annexure-VI. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees 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 the ensuing Annual General Meeting.

Disclosures pertaining to Remuneration and Statement showing the names of top ten employees in terms of remuneration drawn, as required under Section 197(12) of the Act and Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable to the Company..

### **Conservation of Energy, Technological Absorption and Foreign Exchange Earnings and Outgo**

The Particulars relating to conservation of energy, technological absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) is annexed as *Annexure-VII* to this report.

### **Details of Significant and Material Orders passed by the Regulators**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### **Listing**

The equity shares of the Company is listed and traded on the Bombay Stock Exchange. The listing fees to the stock exchange for the year 2020-21 have been paid.

### **Registrar and Share Transfer Agent**

Purva Sharegistry (India) Pvt. Ltd is Company's Registrars and Share Transfer Agent (RTA) as common agency both for physical and demat shares, as required under the Securities Contract (Regulation) Act, 1956. The contact details of RTA forms part of the Corporate Governance Report.

### **Acknowledgement**

The Board places on record its sincere appreciation for the continued support from the relevant Government Authorities, Promoters, Shareholders, Suppliers, Customers, and other business associates, for their strong support.

For and on behalf of the Board  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021

## **Annexure I - Nomination and Remuneration Policy**

### **1. Objective**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objective of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial personnel and Senior Management
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board
- 1.3 To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management
- 1.4 To provide to key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage
- 1.6 To devise a policy on Board diversity
- 1.7 To develop a succession plan for the Board and to regularly review the plan;

### **2. Definitions**

- 2.1 **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time
- 2.2 **Board** means Board of Directors of the Company
- 2.3 **Directors** means Directors of the Company
- 2.4 **Key Managerial Personnel** means
  - 2.4.1 Chief Executive Officer or the Managing Director or the Manager;
  - 2.4.2 Whole-time Director;
  - 2.4.3 Chief Financial Officer;
  - 2.4.4 Company Secretary; and
  - 2.4.5 Such other as may be prescribed
- 2.5 **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors

### **3. Policy for appointment and removal of Director, KMP and Senior Management**

#### **3.1 Appointment criteria and qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing special resolution based on the explanatory statement annexed to the notice for such motion indicating the jurisdiction for extension of appointment beyond seventy years.

#### **3.2 Term/ Tenure**

- a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Directors shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an

Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly

However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed Companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **3.3 Evaluation**

The Committee shall carry out evolution of performance of every Director, KMP and senior management personnel at regular interval (yearly)

### **3.4 Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee any recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **3.5 Retirement**

The KMP and Senior Management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **4. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management personnel**

### **4.1 General**

- a) The remuneration/compensation/commission etc. to the Whole-time Director, KMP and Senior Management personnel will be determined by the Committee or as per policies framed by the committee. The remuneration/compensation/commission etc shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in case of Whole-time Director
- c) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid of such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### **4.2 Remuneration to Whole-time/Executive/Managing Director, KMP and Senior Management Personnel:**

#### **a) Fixed pay:**

The whole-time Director/KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may approved by the Board on the recommendation of the committee. The breakup of the pay scale and quantum of perquisite including, employer's contribution to PF, pension scheme, medical expense, club fees etc shall be decided and approved by the Board/the Person authorized by the Board or the Committee

#### **b) Minimum remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its whole-time Director in accordance with the provisions of Schedule V of the Act, and if it is not able to comply with such provisions, with the previous approval of the Central Government

#### **c) Provisions for excess remuneration:**

If any whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the company and until such sum is refunded, hold it in trust of the company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **4.3 Remuneration to Non-Executive/Independent Director:**

#### **a) Sitting Fees:**

The Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee that provided the amount of such fees not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.



**b) Stock Options:**

An Independent Directors shall not be entitled to any stock option of the Company.

**5. Membership**

- 5.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 5.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.
- 5.3 Membership of the Committee shall be disclosed in the Annual Report.
- 5.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

**6. Chairperson**

- 6.1 Chairperson of the Committee shall be an Independent Director.
- 6.2 Chairperson of the Board may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 6.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 6.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**7. Frequency of Meetings**

The meeting of the Committee shall be held at such regular intervals as may be required.

**8. Committee Members' Interest**

- 8.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 8.2 The Committee may invite such executives, as it considers appropriate, to be present at the meeting of the Committee.

**9. Secretary**

The Company Secretary of the Company shall act as Secretary of the Committee.

**10. Voting**

- 10.1 Matters arising for determination at Committee meeting shall be decided by a majority of votes of Members present and voting and any such decision shall for all purpose be deemed a decision of the Committee.
- 10.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**11. Nomination Duties**

The duties of the Committee in relation to nomination matters include:

- 11.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 11.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 11.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 11.4 Determining the appropriate size, diversity and composition of the Board;
- 11.5 Setting a formal and transparent procedure for selecting new Direction for appointment to the Board;
- 11.6 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.
- 11.7 Delegating any of its powers to one or more of its members or the Secretary of the Committee; and
- 11.8 Considering any other matters, as may be requested by the Board.

**12. Remuneration Duties**

The duties the Committee in relation to remuneration matters include:

- 12.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board.
- 12.2 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 12.3 To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 12.4 To consider any other matters as may be requested by the Board.
- 12.5 Professional indemnity and liability insurance for Directors and senior management.

**Annexure-II**  
**FORM No MR-3**  
**SECRETARIAL AUDIT REPORT**  
*[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]*  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

To,  
The Members,  
**UNISHIRE URBAN INFRA LIMITED**  
13/1A, Government Place (East) Top Floor,  
Kolkata - 700069

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 (CIN: L67190WB1991PLC051507) (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 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 31<sup>st</sup> March, 2021 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 Rajasthan Gases Limited (“the company”) for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- i.** The Companies Act, 2013 (the Act) and the rules made there under;
- ii.** The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii.** The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv.** 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - e) 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;
- v.** The Company deals in real estate business and compliances are made with the applicable regulatory authorities and guidelines laid down by them.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with BSE Limited in respect of listing of securities.

During the period under review the Company has mostly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**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.

The minutes of the Board meetings have not identified any dissent by members of the Board; hence we have no reason to believe that the decisions by the Board were not approved by all the directors present.

**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 guidelines.

**I further report that** during the audit period the following events/actions have taken place, having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards:

**Place: Kolkata**  
**Dated: August 24, 2021**

**RUPA GUPTA**  
**Practicing Company Secretary**

**CP No 11691**  
**M No A29332**  
**ICSI UDIN: A029332C000795922**

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,  
**Unishire Urban Infra Limited**  
13/1a, Government Place (East) Top Floor,  
Kolkata 700069

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.

**Place: Kolkata**  
**Dated: August 24, 2021**

**RUPA GUPTA**  
**Practicing Company Secretary**

**CP No 11691**  
**M No A29332**  
**ICSI UDIN: A029332C000795922**

**Annexure –III**

**INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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 31<sup>st</sup> March, 2021, as stipulated in Chapter VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing agreement of the Said Company with Stock Exchange.

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 provisions specified in Chapter VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Listing agreement of the said Company with Stock Exchange.

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

**For Arun Jain & Associates  
Chartered Accountants  
Firm Registration No. 325867E**

2B, Grant Lane,  
(2<sup>nd</sup> Floor), Room No. 74  
Kolkata - 700012  
Date: 24<sup>th</sup> August, 2021.

**Arun Kumar Jain  
Proprietor  
Membership No. 053693  
UDIN : 21053693AAAAGC1899**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
**The Members of UNISHIRE URBAN INFRA LIMITED**  
**13/1A, Government Place (East) Top Floor,**  
**KOLKATA-700069**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **UNISHIRE URBAN INFRA LIMITED** having CIN L67190WB1991PLC051507 and having registered office at 13/1A, Government Place (East) Top Floor, KOLKATA-700069 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.NO. | Name of Director   | DIN      | Date of appointment in Company |
|-------|--------------------|----------|--------------------------------|
| 1.    | SURESH KUMAR PATNI | 03464170 | 01/05/2013                     |
| 2.    | VINAY KIRTI MEHTA  | 03586852 | 19/08/2013                     |
| 3.    | REENA JAIN         | 05210835 | 01/05/2013                     |
| 4.    | AKSHAY KUMAR JAIN  | 08814058 | 04/08/2020                     |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Kolkata**  
**Dated: August 24, 2021**

**RUPA GUPTA**  
**Practicing Company Secretary**

**CP No 11691**  
**M No A29332**  
**ICSI UDIN: A029332C000795834**



**Annexure IV – Extract of Annual Return  
Form No. MGT-9**

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

**1. Registration and other details:**

|     |  |   |
|-----|--|---|
| I   | CIN  | L67190WB1991PLC051507   |
| II  | Registration Date  | 23-04-1991  |
| III | Name of the Company  | Unishire Urban Infra Limited  |
| IV  | Category/sub category of the Company                                       | Company limited by shares, Public non-government company  |
| V   | Address of the Registered office & contact details                         | 13/1A , Government Place (East) Top Floor, Kolkata-700069<br>Tel: 080 23461715<br>Email : <a href="mailto:info@unishire.com">info@unishire.com</a> , Website : <a href="http://www.uuil.co.in">www.uuil.co.in</a>   |
| VI  | Whether Listed Company   | Yes   |
| VII | Name, Address & Contact details of the Registrar & Transfer Agent, if any. | Purva Sharegistry India Pvt. Ltd<br>Unit no. 9, Shiv Shakti Ind. Estt.J .R. Borichamarg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011<br><i>Contact Person</i><br>Mr. V B Shah, <i>Vice President</i><br>Tel: 022-2301 6761 / 8261, Fax : 022 – 2301 2517<br>Email: <a href="mailto:busicom@vsnl.com">busicom@vsnl.com</a> |

**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:-

| Name and Description of main products / services               | NIC Code of the Product /service | % to total turnover of the company |
|--|----------------------------------|------------------------------------|
| Treasury Operations & Trading/Investments in securities market | 66110                            | 100                                |

**3. Particulars of holding, subsidiary and associate companies –**

| S N | Name and address of the company | CIN/GLN | Holding/ Subsidiary/Associate | % of shares Held | Applicable Section |
|-----|---------------------------------|---------|-------------------------------|------------------|--------------------|
|     | NIL                             |         |                               |                  |                    |

**4. Share Holding Pattern (Equity share capital breakup as percentage of total equity)**

**i) Category-wise Share Holding**

| Category of Shareholders         | No. of shares held at the beginning of the year<br>01-Apr-2020 |          |                |                   | No. of Shares held at the end of the year<br>31-Mar-2021 |          |                |                   | % Change during the year |
|----------------------------------|--|----------|----------------|-------------------|--|----------|----------------|-------------------|--------------------------|
|                                  | Demat  | Physical | Total          | % of Total shares | Demat  | Physical | Total          | % of Total shares |                          |
| <b>A. Promoters</b>              |  |          |                |                   |  |          |                |                   |                          |
| <b>(1) Indian</b>                |  |          |                |                   |  |          |                |                   |                          |
| (a) Individual/HUF               | 4880000  | -        | 4880000        | 20.03             | 4840000  | -        | 4840000        | 19.87             | -                        |
| (b) Central Govt. or State Govt. | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (c) Bodies Corporate             | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (d) Bank/FI                      | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (e) Any other                    | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| <b>Sub Total: (A)(1)</b>         | <b>4880000</b>   | <b>-</b> | <b>4880000</b> | <b>20.03</b>      | <b>4840000</b>   | <b>-</b> | <b>4840000</b> | <b>19.87</b>      | <b>-</b>                 |
| <b>(2) Foreign</b>               |  |          |                |                   |  |          |                |                   |                          |
| (a) NRI-individuals              | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (b) Other individuals            | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (c) Bodies Corporate             | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (d) Banks/FI                     | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| (e) Any other                    | -  | -        | -              | -                 | -  | -        | -              | -                 | -                        |
| <b>Sub Total: (A)(2)</b>         | <b>-</b>   | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>   | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>                 |

|  |                 |               |                 |              |                 |               |                 |              |             |
|--|-----------------|---------------|-----------------|--------------|-----------------|---------------|-----------------|--------------|-------------|
| <b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>                                  | <b>4880000</b>  | <b>-</b>      | <b>4880000</b>  | <b>20.03</b> | <b>4840000</b>  | <b>-</b>      | <b>4840000</b>  | <b>19.87</b> | <b>-</b>    |
| <b>B. Public Shareholding</b>  |                 |               |                 |              |                 |               |                 |              |             |
| <b>(1) Institutions</b>  |                 |               |                 |              |                 |               |                 |              |             |
| (a) Mutual Funds   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (b) Banks/Fl   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (c) Central govt.  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (d) State Govt.  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (e) Venture Capital Fund   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (f) Insurance Companies  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (g) FIIS   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (h) Foreign Venture Capital Funds  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (i) Other (specify)  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| <b>Sub Total: (B)(1)</b>   | <b>-</b>        | <b>-</b>      | <b>-</b>        | <b>-</b>     | <b>-</b>        | <b>-</b>      | <b>-</b>        | <b>-</b>     | <b>-</b>    |
| <b>(2) Non-Institutions</b>  |                 |               |                 |              |                 |               |                 |              |             |
| (a) Bodies corporate   | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (i) Indian   | 7675000         | -             | 7675000         | 31.51        | 6623500         | -             | 6623500         | 27.19        | -4.32       |
| (ii) Overseas  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (b) Individuals  |                 |               |                 |              |                 |               |                 |              |             |
| (i) Individual shareholders holding nominal share capital upto of `1 lakh/ 2 lakh        | 1913500         | -             | 1913500         | 7.86         | 2050000         | -             | 2050000         | 8.42         | 0.56        |
| (ii) Individual shareholders holding nominal share capital in excess of `1 lakh / 2 lakh | 7640000         | 80000         | 7720000         | 31.69        | 8575000         | 80000         | 8655000         | 35.53        | 3.84        |
| (c) Others (specify)   |                 |               |                 |              |                 |               |                 |              |             |
| (i) NRI  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| (ii) HUF   | 670000          | 50000         | 720000          | 2.96         | 670000          | 50000         | 720000          | 2.96         | 0.00        |
| (iii) Clearing Member  | 1450000         | -             | 1450000         | 5.95         | 1470000         | -             | 1470000         | 6.03         | 0.08        |
| <b>Sub Total: (B)(2)</b>   | <b>19348500</b> | <b>130000</b> | <b>19478500</b> | <b>79.97</b> | <b>19388500</b> | <b>130000</b> | <b>19518500</b> | <b>80.13</b> | <b>0.16</b> |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                       | <b>19348500</b> | <b>130000</b> | <b>19478500</b> | <b>79.97</b> | <b>19388500</b> | <b>130000</b> | <b>19518500</b> | <b>80.13</b> | <b>0.16</b> |
| Share held by Custodian for GDRs & ADRs  | -               | -             | -               | -            | -               | -             | -               | -            | -           |
| <b>Grand Total (A+B+C)</b>   | <b>24228500</b> | <b>130000</b> | <b>24358500</b> | <b>100</b>   | <b>24228500</b> | <b>130000</b> | <b>24358500</b> | <b>100</b>   | <b>-</b>    |

**ii) Shareholding of Promoter**

| SN | Shareholder's Name       | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in shareholding during the year |
|----|--------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
|    |                          | No. of Shares                             | % of total Shares of the company | % of Shares Pledged /encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged /encumbered to total shares |  |
| 1  | Mr. Kirti Kantilal Mehta | 1658900                                   | 6.81                             | -   | 1658900                             | 6.81                             | -   | -  |
| 2  | Mrs. Nutan Kirti Mehta   | 150700                                    | 0.61                             | -   | 110700                              | 0.45                             | -   | -0.16                                    |

|   |                        |                |              |          |                |              |          |          |
|---|------------------------|----------------|--------------|----------|----------------|--------------|----------|----------|
| 3 | Mr. Pratik Kirti Mehta | 1450700        | 5.96         | -        | 1450700        | 5.96         | -        | -        |
| 4 | Mr. Vinay Kirti Mehta  | 1619700        | 6.65         | -        | 1619700        | 6.65         | -        | -        |
|   | <b>Total</b>           | <b>4880000</b> | <b>20.03</b> | <b>-</b> | <b>4840000</b> | <b>19.87</b> | <b>-</b> | <b>-</b> |

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

| SN | Name of the Shareholder      | Shareholding at the beginning /end of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|------------------------------|--|----------------------------------|---|----------------------------------|
|    |                              | No. of shares                                  | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1  | Mr. Kirti KantiLal           |  |                                  |   |                                  |
|    | At the beginning of the year | 1658900  | 6.81                             |   |                                  |
|    | At the end of the Year       | -  | -                                | 1658900                                 | 6.81                             |
| 2  | Mr. Vinay Kirti Mehta        |  |                                  |   |                                  |
|    | At the beginning of the year | 1619700  | 6.65                             |   |                                  |
|    | At the end of the Year       | -  | -                                | 1619700                                 | 6.65                             |
| 3  | Mrs. Nutan Kirti Mehta       |  |                                  |   |                                  |
|    | At the beginning of the year | 150700   | 0.62                             |   |                                  |
|    | Sell on 11.12.2020           | -40000   | -0.16                            | 110700                                  | 0.45                             |
|    | At the end of the Year       | -  | -                                | 110700                                  | 0.45                             |
| 4  | Mr. Pratik Kirti Mehta       |  |                                  |   |                                  |
|    | At the beginning of the year | 1450700  | 5.96                             | -                                       | -                                |
|    | At the end of the year       | -  | -                                | 1450700                                 | 5.96                             |

**iv) Shareholding Pattern of top ten Shareholders (Other than directors, promoters and holders of GDRs and ADRs):**

| SN | Top 10 Shareholders                           | Shareholding at the beginning of the year 01 April 2020 |                                  | Cumulative at the end of the year 31 <sup>st</sup> March, 2021 |                                  |
|----|---|---|----------------------------------|--|----------------------------------|
|    |   | No. of Shares   | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 1. | Sushil Financial Services Pvt Ltd(Client A/C) |   |                                  |  |                                  |
|    | At the beginning of the year 01/04/2020       | 1450000   | 5.95                             |  |                                  |
|    | 04-12-2020                                    | 10000   | 0.04                             | 1460000  | 5.99                             |
|    | 11-12-2020                                    | -10000  | -0.04                            | 1450000  | 5.95                             |
|    | 29-01-2021                                    | 10000   | 0.04                             | 1460000  | 5.99                             |
|    | 05-02-2021                                    | -10000  | -0.04                            | 1450000  | 5.95                             |
|    | 26-02-2021                                    | 30000   | 0.12                             | 1480000  | 6.08                             |
|    | 05-03-2021                                    | -50000  | -0.21                            | 1430000  | 5.87                             |
|    | 12-03-2021                                    | -10000  | -0.04                            | 1420000  | 5.83                             |
|    | At the end of the Year 31-03-2021             |   |                                  | 1420000  | 5.83                             |
| 2. | Oasis Agro Products Limited.                  |   |                                  |  |                                  |
|    | At the beginning of the year 01/04/2020       | 1180000   | 4.84                             |  |                                  |
|    | 27-11-2020                                    | -20000  | -0.08                            | 1160000  | 4.76                             |
|    | 11-12-2020                                    | -20000  | -0.08                            | 1140000  | 4.68                             |
|    | 12-03-2021                                    | -1140000  | -4.68                            | -  | -                                |
|    | At the end of the Year 31-03-2021             | -   | -                                | -  | -                                |
| 3. | Green Gold Plantation And Nursery Ltd.        |   |                                  |  |                                  |
|    | At the beginning of the year 01/04/2020       | 1120000   | 4.60                             | -  | -                                |

|     |   |          |       |         |      |
|-----|---|----------|-------|---------|------|
|     | At the end of the Year 31/03/2021       | -        | -     | 1120000 | 4.60 |
| 4.  | Indus Vanijya Private Limited.          |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 900000   | 3.69  |         |      |
|     | At the end of the Year 31/03/2021       | -        | -     | 900000  | 3.69 |
| 5.  | Misty Commercial Private Limited.       |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 710000   | 2.91  |         |      |
|     | At the end of the Year 31/03/2021       | -        | -     | 710000  | 2.91 |
| 6.  | S L Trades And Finance India Pvt Ltd    |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 600000   | 2.46  |         |      |
|     | At the end of the Year 31/03/2021       |          |       | 600000  | 2.46 |
| 7.  | Fort Share Broking Pvt Ltd              |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 530000   | 2.18  |         |      |
|     | At the end of the Year 31/03/2021       | -        | -     | 530000  | 2.18 |
| 8.  | Rajrath Merchants Private Limited       |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 370000   | 1.52  |         |      |
|     | At the end of the Year 31/03/2021       |          |       | 370000  | 1.52 |
| 9.  | Globe Capital Market Limited            |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 1010000  | 4.15  |         |      |
|     | 21-08-2020 ( Buy )                      | 10000    | 0.04  | 1020000 | 4.19 |
|     | 04-09-2020 (Sell)                       | -1020000 | -4.19 | 0       | 0.00 |
|     | At the end of the Year 31/03/2021       | -        | -     | -       | -    |
| 10. | Neeta Sethia                            |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 310000   | 1.27  |         |      |
|     | 11-12-2020( Sell)                       | -20000   | -0.08 | 290000  | 1.19 |
|     | At the end of the Year 31/03/2021       | -        | -     | 290000  | 1.19 |
| 11. | Maulika Jigneshkumar Patel              |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | 260000   | 1.07  | -       | -    |
|     | 04-09-2020                              | 70000    | 0.29  | 330000  | 1.35 |
|     | At the end of the Year 31/03/2021       | -        | -     | 330000  | 1.35 |
| 12. | Shah Tracom Private Limited             |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | -        | -     |         |      |
|     | 12-03-2021 ( Buy)                       | 1140000  | 4.68  | 1140000 | 4.68 |
|     | At the end of the Year 31/03/2021       | -        | -     | 1140000 | 4.68 |
| 13. | Anashusain Shaikh                       |          |       |         |      |
|     | At the beginning of the year 01/04/2020 | -        | -     | -       | -    |
|     | 13-11-2020                              | 150000   | 0.62  | 150000  | 0.62 |

|                                   |        |      |        |      |
|-----------------------------------|--------|------|--------|------|
| 20-11-2020                        | 30000  | 0.12 | 180000 | 0.74 |
| 27-11-2020                        | 90000  | 0.37 | 270000 | 1.11 |
| 04-12-2020                        | 70000  | 0.29 | 340000 | 1.40 |
| 11-12-2020                        | 110000 | 0.45 | 450000 | 1.85 |
| 18-12-2020                        | 40000  | 0.16 | 490000 | 2.01 |
| 25-12-2020                        | 10000  | 0.04 | 500000 | 2.05 |
| 31-12-2020                        | 20000  | 0.08 | 520000 | 2.13 |
| 08-01-2021                        | 40000  | 0.16 | 560000 | 2.30 |
| 15-01-2021                        | 40000  | 0.16 | 600000 | 2.46 |
| 22-01-2021                        | 20000  | 0.08 | 620000 | 2.55 |
| 29-01-2021                        | 50000  | 0.21 | 670000 | 2.75 |
| 05-02-2021                        | 10000  | 0.04 | 680000 | 2.79 |
| 12-02-2021                        | 10000  | 0.04 | 690000 | 2.83 |
| 19-02-2021                        | 50000  | 0.21 | 740000 | 3.04 |
| 05-03-2021                        | 20000  | 0.08 | 760000 | 3.12 |
| 12-03-2021                        | 10000  | 0.04 | 770000 | 3.16 |
| At the end of the Year 31/03/2021 | -      | -    | 770000 | 3.16 |

v) Shareholding of Directors and Key Managerial Personnel:

| Name of the director / KMP      | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------------------------------|---|----------------------------------|---|----------------------------------|
|                                 | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| Mr. Vinay Kirti Mehta- Director |   |                                  |   |                                  |
| At the beginning of the year    | 1619700                                   | 6.65                             |   |                                  |
| At the end of the year          |   |                                  | 1619700                                 | 6.65                             |

The following directors did not hold any shares during the fiscal 2021:

- Reena Jain – Independent Director
- Suresh Kumar Patni – Independent Director
- Akshay Kumar Jain – Managing Director

The following executives were named as key managerial personnel. They did not hold any shares during fiscal 2021:

- Mr. Ashok Gupta - Chief Executive Officer
- Mr. Surya Bishnoi - Chief Financial Officer
- Mrs. Shilpi Modi - Company Secretary /Compliance Officer

**5. Indebtedness of the Company including interest outstanding/accrued but not due for payment**

| Particulars  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtness at the beginning of the financial year – 01-April-2020</b> |                                  |                 |          |                    |
| i) Principal Amount  | -                                | 775,87,728      | -        | 775,87,728         |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i + ii + iii)</b>  | -                                | -               | -        | -                  |
| <b>Change in Indebtedness during the financial year</b>                  |                                  |                 |          |                    |
| Additions  | -                                | -               | -        | -                  |
| Reductions   | -                                | -               | -        | -                  |
| <b>Net Change</b>  | -                                | -               | -        | -                  |
| <b>Indebtedness at the end of the financial year -31-March-2021</b>      |                                  |                 |          |                    |
| i) Principal Amount  | -                                | -               | -        | -                  |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i + ii + iii)</b>  | <b>NIL</b>                       | -               | -        | -                  |

**6. Remuneration of Directors and Key Managerial Personnel**

**A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:**

| SN | Particulars of Remuneration   | Name of MD/WTD/ Manager | Company Secretary | Total Amount (In Rs`) |
|----|---|-------------------------|-------------------|-----------------------|
|    | Name  | Akshay Kumar Jain       | Shilpi Modi       |                       |
|    | Designation   | Managing Director       | Company Secretary |                       |
| 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  | -                       | -                 |                       |
| 3  | Sweat Equity  | -                       | -                 |                       |
| 4  | Commission –as % profit   | -                       | -                 |                       |
| 5  | Others, please specify  | -                       | -                 |                       |
|    | <b>Total (A)</b>  | -                       | -                 |                       |
|    | Ceiling as per the Act  |                         |                   |                       |

**7. Penalties / Punishment / Compounding of Offences**

There were no penalties / punishment / compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in default, if any, during the financial year.

For and on behalf of the Board  
**Unishire Urban Infra Limited**

Place: Kolkata  
Date: August 24, 2021

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

**Annexure-V –Particulars of contracts / arrangements made with related parties**  
**Form No. AOC-2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

| SL.No. | Particulars   | Details |
|--------|---|---------|
| a)     | Name(s) of the related party and nature of relationship   | Nil     |
| b)     | Nature of contracts/arrangements/transactions   | Nil     |
| c)     | Duration of the contracts/arrangements/transactions   | Nil     |
| d)     | Salient terms of the contract or arrangements or transactions including the value, if any                         | Nil     |
| e)     | Justification for entering into such contracts or arrangements or transactions.                                   | Nil     |
| f)     | Date(s) of approval by the Board in their meeting, if any   | Nil     |
| g)     | Amount paid as advances, if any   | Nil     |
| h)     | Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 | Nil     |

2. Details of material contracts or arrangement or transactions at arm's length basis

| SL.No. | Particulars   | Details |
|--------|---|---------|
| a)     | Name(s) of the related party and nature of relationship                                   | Nil     |
| b)     | Nature of contracts/arrangements/transactions   | Nil     |
| c)     | Duration of the contracts/arrangements/transactions                                       | Nil     |
| d)     | Salient terms of the contract or arrangements or transactions including the value, if any | Nil     |
| e)     | Date(s) of approval by the Board in their meeting, if any                                 | Nil     |
| g)     | Amount paid as advances, if any   | Nil     |

For and on behalf of the Board  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: : 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021

**Annexure-VI –Particulars of Employees**

[Pursuant to Section 197(12) of the Companies Act, 2013 and Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

| SN  | Particulars of Remuneration   | Disclosure  |
|-----|---|---|
| I   | The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year  | Directors:<br>Mr. Akshay Kumar Jain-Nil<br>Mr. Vinay Kirti Mehta-Nil<br>Mrs. Reena Jain-Nil<br>Mr. Suresh Kumar Patni-Nil   |
| II  | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;  | Mr. Akshay Kumar Jain- Nil<br>Mr. Vinay Kirti Mehta-Nil<br>Mrs. Reena Jain-Nil<br>Mr. Suresh Kumar Patni- Nil<br>Mr. Shilpi Modi-Nil<br>Mr. Surya Bisnoi- Nil<br>Mr. Ashok Gupta-Nil  |
| III | The percentage increase /(decrease) in the median remuneration of employees in the financial year;  | Nil   |
| IV  | The number of the permanent employees on the rolls of the company;  | 4 employees as on 31.03.2021  |
| V   | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | Average percentile increase in the salary of employees other than managerial personnel in the last financial year was 0 %.<br>Average percentile increase in the salary of Managerial personnel in the last financial year was 0% |
| VI  | Affirmation that the remuneration is as per the remuneration policy of the company.   | Remuneration paid during the year ended March 31, 2021 is as per the Remuneration Policy of the Company   |

For and on behalf of the Board  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021



**Annexure VII**

**Conservation of energy, research and development, Technology absorption, foreign exchange earnings and outgo**

*[Particulars pursuant to the Companies (Accounts) Rules, 2014]*

**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  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021

## CORPORATE GOVERNANCE

### 1. Company's Philosophy

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 Urban Infra Limited believes that good Corporate Governance is essential to achieve long-term corporate goals and to enhance stakeholders' value. our Company is committed to best Corporate Governance and has fully complied with the requirements of Corporate Governance under Regulation 27(2) with the Stock Exchanges and SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation). The Company in its endeavor towards the best Corporate Governance and to provide transparency has initiated various measures. We also endeavor to enhance long term shareholder value and respect minority rights in all our business decisions.

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. The Company carries its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

### 2. Board of Directors

As on 31<sup>st</sup> March, 2021, the Company's Board of Directors consist of 4 (Four) members. The Board comprises of one Executive Director and Three Non-Executive Director, of whom two are Independent Directors. The Composition of the Board is in conformity with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All non-executive independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board.

During the year, Seven board meetings were held on. The company's last Annual General Meeting was held on 24th September, 2020. The particulars of Directors, their attendance during the financial year 2020-2021 and also other Directorships and Board Committee Representations of Public Limited Companies are as under:

| Name of the Director & Designation          | Category   | Attendance            |          | Other Board Representation |           |
|---|--|-----------------------|----------|----------------------------|-----------|
|   |  | No. of Board Meetings | Last AGM | Directorship/ Chairman     | Committee |
| Mr. Pratik K Mehta<br>(DIN : 01386506 )     | Managing Director-<br>Executive Director                 | 4                     | Yes      | 6                          | Nil       |
| Mr. Akshay Kumar Jain<br>(DIN : 08814058 )  | Managing Director-<br>Executive Director                 | 3                     | No       | Nil                        | Nil       |
| Mr. Vinay K Mehta<br>(DIN : 03586852)       | Promoter-Non-<br>Executive – Non<br>Independent Director | 7                     | No       | 3                          | Nil       |
| Mr. Suresh Kumar Patni<br>(DIN : 03464170 ) | Non-Executive<br>Independent                             | 7                     | Yes      | 2                          | Nil       |
| Mrs. Reena Jain<br>(DIN : 05210835)         | Non-Executive<br>Independent                             | 7                     | Yes      | Nil                        | Nil       |

Mr. Pratik K Mehta, Managing Director had resigned from the directorship w.e.f September 24, 2020 and in place of him Mr. Akshay Kumar Jain had been appointed as the Managing Director of the Company.

There is no Nominee or Institutional Directors on the Board of the Company. Independent Directors does not hold any shares of the Company.

During the financial year 2020-21 Seven (7) Board Meetings were held on 1<sup>st</sup> April, 2020, 24<sup>th</sup> June, 2020, 4<sup>th</sup> August 2020, 24<sup>th</sup> August, 2020 , 30<sup>th</sup> September, 2020, 13<sup>th</sup> November , 2020 and 22<sup>nd</sup> February, 2021.

Mr. Pratik K Mehta, Promoter holds 1450700 equity shares (5.95%) and Mr. Vinay K Mehta, Non-Executive Director holds 1619700 equity shares (6.64%) of the Company. No other Directors hold any equity shares in the Company.

Details of familiarization programs imparted to Independent Directors are disclosed at Company's website at [www.uuil.co.in](http://www.uuil.co.in).

### 3. Audit Committee

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013, Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The term of reference includes:-

- Overseeing financial reporting processes.
- Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- Discussion and review of periodic audit reports and discussions with external auditors about the scope of audit including the Observations of the auditors.
- Recommending the appointment, remuneration and removal of statutory auditors.
- Discussing with internal auditors any significant findings and follow up there on.
- Reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company's risk management policies/ systems.
- Reviewing the financial statements and half yearly financial results.
- Reviewing statement of significant related party transactions.
- Review and monitor the auditor independence and performance, and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.

All the members of the Audit Committee are Non-Executive Directors and the Chairman of the Committee is Independent Director. All the members of the committee possess financial /accounting expertise.

Mrs. Shilpi Modi, Company Secretary acts as Secretary of the Audit Committee.

During the year, the Audit Committee, meet Four times and discharge its responsibility in accordance with Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI Listing Regulations. The meetings of the Audit Committee were held on 24<sup>th</sup> June, 2020 , 4<sup>th</sup> August, 2020, 13<sup>th</sup> November, 2020 and 22<sup>nd</sup> February, 2021 during the financial year 2020-21. The maximum gap between any two meetings was less than one hundred twenty days.

During the year 2020-21, the members of the Audit Committee and their attendance are as under:

| Name of Member     | Category                           | No. of meetings attended |
|--------------------|------------------------------------|--------------------------|
| Suresh Kumar Patni | Independent Non-Executive Director | 4                        |
| Reena Jain         | Independent Non-Executive Director | 4                        |
| Vinay Kirti Mehta  | Non Independent Director           | 1                        |

### 4. Nomination and Remuneration Committee

Term of Reference of the Nomination and Remuneration Committee include:

- To guide the Board in relation to appointment and removal of Directors, key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To Provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity
- To develop a succession plan for the Board and to regularly review the plan;

All the members of the Nomination and Remuneration Committee are Non-Executive Independent Directors.

Four meetings of the Nomination and Remuneration Committee were held on, 24<sup>th</sup> June, 2020, 4<sup>th</sup> August, 2020, 13<sup>th</sup> November, 2020 and 22<sup>nd</sup> February, 2021 during the financial year 2020-21. Details of meeting of the members of Nomination and Remuneration Committee and their attendance are as under:

| Name of the Member     | Category                                 | No. of Meeting Attended |
|------------------------|--|-------------------------|
| Mr. Suresh Kumar Patni | Independent –Non-Executive Director      | 4                       |
| Mrs. Reena Jain        | Independent –Non-Executive Director      | 4                       |
| Mr. Vinay Kirti Mehta  | Non Independent - Non-Executive Director | 1                       |

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

- Attendance and contribution at Board and Committee meetings.
- Knowledge on specific matters like finance, legal, marketing, internal controls, risk management, and business operations.
- Pro-active and positive approach with regard to Board and senior Management particularly the arrangement for management or risk and the steps needed to meet challenges from the competition.
- Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
- Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon.

## 5. Remuneration of Directors

Details of remuneration paid to all the Directors for the year 2020-21 are as under:

| Name of the Director  | Designation       | Remuneration | Perquisites |
|-----------------------|-------------------|--------------|-------------|
| Mr. Akshay Kumar Jain | Managing Director | NIL          | NIL         |

Non- Executive Directors of the Company were not paid any Sitting fee during the year under review. The Company does not pay any other commission or remuneration to its Directors. The Company has no policy of stock option, pension or severance fee for its Directors. Notice period for executive directors are as per Company policy, i.e, 3 months. The Company does not have any separate service contract with executive directors apart from Resolution of Board/shareholders.

## 6. Stakeholder Relationship Committee

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Stakeholder Relationship Committee comprises of:

Mr. Suresh Kumar Patni –Chairman

Mr. Vinay K Mehta – Member

Mrs. Reena Jain – Member

Mr. Suresh Kumar Patni and Mrs. Reena Jain are Independent Director and Mr. Vinay K Mehta is Non-Executive Director.

The board terms of reference of the Stakeholders' Relationship Committee includes:

- Approve and monitor transfer, transmission, split, consolidation and dematerialization, rematerialisation of shares and/or securities and issue of duplicate share and/or security certificates by the Company over and above the delegated power;
- Looks into various issues relating to shareholders and/or security holders, including redressal of complaints relating to transfer of shares and/or security, non-receipt of annual reports, dividends declared etc; and
- Carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted by the Company in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

During the year under review, Four meetings of Stakeholders Relationship Committee were held on 24<sup>th</sup> June, 2020, 4<sup>th</sup> August, 2020, 13<sup>th</sup> November, 2020 and 22<sup>nd</sup> February, 2021 during the financial year 2020-21.

The attendance of the members at the Stakeholders' Relationship Committee Meetings held during the year under review is as follows:

| Name of the Member     | Category                            | No. of Meeting Attended |
|------------------------|-------------------------------------|-------------------------|
| Mr. Suresh Kumar Patni | Independent –Non-Executive Director | 4                       |
| Mrs. Reena Jain        | Independent –Non-Executive Director | 4                       |
| Mr. Vinay Kirti Mehta  | Non-Executive Director              | 1                       |

Mrs. Shilpi Modi, Company Secretary, is the Compliance Officer of the Company.

Complaints received and resolved during the year:

|  |     |
|--|-----|
| No. of shareholders' complaints received during the year           | Nil |
| No. of complaints disposed off during the year                     | Nil |
| No. of complaints not resolved to the satisfaction of shareholders | Nil |
| No. of pending complaints  | Nil |

## 7. Independent Directors Meeting

During the year under review, separate meeting of the Independent Directors was held on 25th March, 2021, without the attendance of Non-Independent Directors and members of the Management, inter alia, to evaluate:

- Performance of Non Independent Directors and the Board of Directors as a whole
- Performance of the Chairman of company, taking into account the views of the Executive and Non-Executive Directors
- The quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

## 8. General Body Meetings

Location and time where last three Annual General Meetings were held:

| FY      | Date       | Venue  | Time       | Special Resolutions Passed |
|---------|------------|--|------------|----------------------------|
| 2019-20 | 24.09.2020 | Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM). | 11.00 A.M. | Yes                        |
| 2018-19 | 24.09.2019 | 13/1A, Government Place (East) Top Floor, Kolkata – 700 069                | 11.00 A.M. | Yes                        |
| 2017-18 | 24.09.2018 | 13/1A, Government Place (East) Top Floor, Kolkata – 700 069                | 11.00 A.M. | No                         |

- Details of Extra-ordinary General Meeting held during the year- No EGM has been conducted by the company.
- Details of Special Resolution is proposed to be conducted through postal ballot- No

## 9. 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.uuil.co.in](http://www.uuil.co.in). 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.

## 10. General Shareholder Information

- Date, Time and Venue of the AGM:** The 30<sup>th</sup> Annual General Meeting of the Company will be held on September 24th, 2021 Friday through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11:00 AM
- Financial Year:** The Company's Financial Year starts on April 1<sup>st</sup>, 2020 and ends on March 31, 2021.
- Dividend Payment:** The Board of Directors have not recommended dividend on the Equity Shares for the Financial Year ended March 31, 2021.
- Date of Book Closure:** Register of Members/Register of Share Transfer books will remain close from Saturday, September 18<sup>th</sup>, 2021 to Friday, September 24th, 2021 (both days inclusive)
- Listing on Stock Exchange & Stock Code:** The Company's Equity Shares are listed on the Bombay Stock Exchange Ltd on SME Platform with stock code **537582** and the Company has paid the appropriate listing fees for the financial year 2020-2021. The ISIN No. of the equity shares of your Company is **INE210P01015**.
- Market Price Date: High, Low during each month in financial year 2020-21:**

| Month(s)        | Price on BSE (₹) & Volume |           |                        | Close |
|-----------------|---------------------------|-----------|------------------------|-------|
|                 | High (Rs.)                | Low (Rs.) | Volume (No. of Shares) |       |
| April, 2020     | -                         | -         | -                      | -     |
| May, 2020       | -                         | -         | -                      | -     |
| June, 2020      | 3.70                      | 3.16      | 50000                  | 3.69  |
| July, 2020      | 2.96                      | 2.14      | 130000                 | 2.47  |
| August, 2020    | 2.23                      | 1.22      | 160000                 | 1.22  |
| September, 2020 | 1.16                      | 0.96      | 110000                 | 1.00  |
| October, 2020   | 1.04                      | 0.84      | 170000                 | 0.99  |
| November, 2020  | 1.75                      | 1.00      | 510000                 | 1.75  |
| December, 2020  | 2.36                      | 1.78      | 300000                 | 2.00  |
| January, 2021   | 1.90                      | 1.56      | 210000                 | 1.63  |
| February, 2021  | 1.86                      | 1.40      | 220000                 | 1.55  |
| March, 2021     | 1.40                      | 1.19      | 140000                 | 1.19  |

## vii) Registrar & Transfer agents:

Purva Sharegistry (India) Pvt. Ltd.

No.9, Shiv Shakti Ind. Estate, Ground Floor, J R Boricha Marg, Lower Parel, Mumbai- 400 011

Phone No: 022- 2301 8261, Fax No: 022-2301 2317, E-mail: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**viii) Share Transfer System**

**Physical Form:** A Committee of Directors (Stakeholders Relationship Committee) has been constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. The transfer of shares in physical form is processed and completed by Registrar & transfer Agent within a period of seven days from the date of receipt of thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository Participants. In compliance with SEBI the Listing Regulations, a practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

However as per SEBI Notification No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities ( except in case of transmission or transposition of Securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore shareholders are requested to take action to dematerialize the Equity Shares of the Company, Promptly.

**Demat Form:** The Company has made arrangements to dematerialize its shares through National Securities Depository (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31<sup>st</sup> March 2021 24,228,500/- equity shares representing 99.47%of the total paid up capital were held in dematerialized form with NSDL and CDSL.

**ix) Distribution Schedule**

**a. Distribution of Equity Shareholding of the Company as on 31<sup>st</sup> March, 2021**

| Range of Shares  | Shareholders                 |               | No of Shares           |               |
|------------------|------------------------------|---------------|------------------------|---------------|
|                  | Total Number of Shareholders | %to total     | Total Number of Shares | %to total     |
| 1-5000           | 1                            | 0.24          | 5000                   | 0.02          |
| 5001-10000       | 233                          | 56.42         | 2323500                | 9.54          |
| 10001-50000      | 118                          | 28.57         | 3390000                | 13.92         |
| 50001-100000     | 21                           | 5.08          | 1705000                | 7.00          |
| 100001 and above | 40                           | 9.69          | 16935000               | 69.52         |
| <b>TOTAL</b>     | <b>413</b>                   | <b>100.00</b> | <b>24358500</b>        | <b>100.00</b> |

**b. Category of Shareholders as on 31st March, 2021**

| Category of Shareholders           | No. of Shareholders | Total No. of Shares held | Percentage of Shareholding |
|------------------------------------|---------------------|--------------------------|----------------------------|
| Promoters/Associate companies, etc | 4                   | 4840000                  | 19.87                      |
| Financial Institutions             | -                   | -                        | -                          |
| Foreign Financial Institutions     | -                   | -                        | -                          |
| OCBs/Foreign Companies             | -                   | -                        | -                          |
| HUF                                | 43                  | 720000                   | 2.95                       |
| Other Bodies Corporate/Trusts      | 24                  | 6623500                  | 27.19                      |
| Directors & Relatives              | -                   | -                        | -                          |
| Clearing Member                    | 2                   | 1470000                  | 6.03                       |
| General Public                     | 340                 | 10705000                 | 43.96                      |
| <b>TOTAL</b>                       | <b>413</b>          | <b>24358500</b>          | <b>100.00</b>              |

**x) Address of Correspondence:**

| Registered Office   | Corporate Office   |
|---|--|
| Unishire Urban Infra Limited<br>13/1A, Government Place (East), Top Floor, Kolkata - 700069<br>Tel: 080 2346 1715<br>E-mail :unishire_urban@yahoo.com | Unishire Urban Infra Limited<br>36, Railway Parallel Road, Nehru Nagar, Kumara Park<br>Bangalore-560020<br>Phone-080 2346 1715, Fax- 080-2346 0547 |

**xi) Audit of Reconciliation of Share Capital:**

As stipulated by SEBI, a Practicing Company Secretary carries out the Audit of reconciliation of Shares Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid up capital. This audit is carried out every quarter and the report there on is submitted to

the Stock Exchanges and is placed before the Board of Directors of the company. The audit, inter alia, confirms that the total issued and paid-up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

**xii) Corporate Identity Number (CIN):**

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L67190WB1991PLC051507.

**xiii) Information flow to the Board Members:**

Information is provided to the Board members on a continuous basis for their information, review, inputs and approval from time to time. More specifically, the Management presents our annual Strategic Plan and Operating Plans of our Businesses to the Board for their review, inputs and approval. Likewise, the Half-yearly results are first presented to the Audit Committee for its review, approval and subsequent recommendation to the Board of Directors for their approval. In addition, important managerial decisions, material positive/negative developments and statutory matters are presented to the Board and Committees of the Board for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

**xiv) Code of Conduct for Prevention of Insider Trading:**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information.

**xv) The Company has not issued any GDRs/ADRs/Warrants etc. till date.**

**11. Disclosures**

- a) 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.
- b) 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.
- c) 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
- d) 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.

**Declaration of Compliance with Code of Conduct of Board of Directors and Senior Management**

This is to certify that as per provisions of Regulation 26 and Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015; the Board members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2021.

For and on behalf of the Board  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021

**Certification by Managing Director and Chief Financial Officer of the Unishire Urban Infra Limited**

*[Compliance Certificate under Regulation 17(8) of Listing Regulation, 2015]*

We, Mr. Akshay Kumar Jain, Managing Director and Mr. Surya Bishnoi, Chief Financial Officer of Unishire Urban Infra Limited to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statement and cash flow statement for the year ended 31<sup>st</sup> March, 2021 and to best of our knowledge and belief:
  - i. These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Issuer's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We also certify that to the best of our knowledge and belief, there are no transactions entered into by Unishire Urban Infra Limited during the year, which are fraudulent, illegal or violate of the company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting 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 indicated to the auditors and the Audit committee:
  - i. Significant changes, if any in internal controls over financial reporting during the year.
  - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems with respect to financial reporting.

Place: Kolkata  
Date: August 24, 2021

Akshay Kumar Jain  
Managing Director

Surya Bishnoi  
Chief Financial Officer



## MANAGEMENT'S DISCUSSION AND ANALYSIS

The purpose of this discussion to provide an understanding of financial statements and a composite summary of performance of our business. :

- ✓ Management Discussion and Analysis (DA) includes ;
- ✓ Indian Economy Overview
- ✓ Construction Industry Overview
- ✓ Business Overview Business
- ✓ Outlook Financial Resources
- ✓ Significant developments. subsequent to the last financial year
- ✓ Financial And Operational Performance
- ✓ Internal-Control Systems and adequacy
- ✓ Material Development. in Human Resources
- ✓ Opportunities And Threats
- ✓ Risks And Concerns. - : ” /
- ✓ Discussion On Financial Performance With Respect To Operational Performance
- ✓ Cautionary Statement
- ✓ Indian Economy

### Indian' Economy Overview

Infrastructure in any country plays a vital role for the economy's growth and. development. The Indian economy is getting. bigger and better with every passing year. And needless to say, Infrastructure will contribute significantly to the country's overall development. Nearly all the infrastructure sectors will provide excellent opportunities for investments, with roads, railways, Ports, power and airports being the major attractions.

### Construction Industry Overview

The Construction Industry in India plays a vital role in economic activity after agriculture and: provides employment: to large amount of people. Broadly, construction' can be classified into two segments infrastructure and real estate. The infrastructure segment involves construction projects in different sectors - 'like roads, rails, ports, irrigation, power, etc. Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country development of infrastructure in the country mainly depends upon the spending by GOI in various sub segments of infrastructure.

### Business Outlook

Outlook remains stable for the current year. The company is looking at other avenues for business growth.

### COVID19 Impact on Residential Real Estate

COVID-19 has severely hit residential real estate business and the sector has come to a standstill in the short term. While the sector was coming out of the woods after the liquidity crisis initiated by the IL&FS fiasco and subsequent fallouts of various financial institutions, the pandemic outbreak could further impact residential sector.

### Significant developments subsequent to the last financial year :

After the date of last financial year, i.e. March 31, 2020, the Directors of our Company confirm that, there have not been any significant material developments.

### Key factors affecting the Results of Operations:

Our Company's future results of operations could be affected potentially by the following factors:

- **Political condition:** In case of political instability, government could change the spending pattern on infrastructure. This change in policy framework can affect our business.
- **Stringent condition of our contract:** Most of our contracts are time bound as well as put a condition of meeting the minimum standard requirement of such 'construction. Contract' may stipulate Penalty condition for non-closure of our project in time. This non completion of project in time could affects our financials. We are subject to blacklisting by the authority for non-full-filing our. Commitment. .

- **Our ability to attract ‘and retain skilled and technical staff:** Skilled-and Technical Staffs are required by us for all our projects. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain: skilled and technical manpower.
- **Effect of Inflation:** We are affected by inflation as it has an impact on the operating cost, staff costs etc..In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **Outlook**

Your Company believes that by pursuing Innovative business modes, the businesses can be transformed to create sustainable benefits for all and long term value for our stakeholders. The winds of change are now blowing more perceptibly. Inflation, including the house price component, has now been reduced to the lowest level in recallable history. Property buyers are back in force in most cities as enquiries have rebounded, and developers are coming in with the kind of supply that is relevant to demand. We executed transactions with transparency imbuing knowledge keeping our commitment by building partnerships with our clients and that synchronizes our work with our core values. Our approach is object oriented and therefore, we work with core purposes of providing solutions

## **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. While the management of the company is positive about company's long term outlook, 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. The Company continuously upgrades these systems in line with best accounting practices. The Audit Committee of the Board of Directors reviews the effectiveness of internal controls and suggests improvements for strengthening them whenever required. 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.

## **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. This year the focus largely remained on strategic hiring, capability building through developmental programs and providing talent with an environment that fosters continuous learning, recognition, innovation, leadership development and employee well-being. The human resources function is the prime custodian of the culture at your Company.

For and on behalf of the Board  
**Unishire Urban Infra Limited**

**Akshay Kumar Jain**  
(DIN: 08814058)  
Managing Director

Place: Kolkata  
Date: August 24, 2021

## INDEPENDENT AUDITOR'S REPORT

To The Members Of  
Unishire Urban Infra Limited.

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the financial statements of UNISHIRE URBAN INFRA LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2021, and its *PROFIT*, and its changes in equity and cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the “*Auditor’s Responsibilities for the Audit of the Financial Statements*” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to 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 accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company’s financial reporting process.

#### **Auditor’s Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 As required by Section 143(3) of the Act, we report that:

- a) We have sought and 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, 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Arun Jain & Associates  
Chartered Accountants  
Firm Registration No. 325867E**

2B, Grant Lane,  
(2<sup>nd</sup> Floor), Room No. 74  
Kolkata - 700012  
Date: 26<sup>th</sup> June, 2021.

**Arun Kumar Jain  
Proprietor  
Membership No. 053693  
UDIN : 21053693AAAAFA3327**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT**

Referred to in our Report of even date on the Financial Statement of **M/S. UNISHIRE URBAN INFRA LIMITED** for the year ended on 31<sup>st</sup> March, 2021

(i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As explained to us, no material discrepancies were noticed on such verification carries out during the year.

(c) The Fixed Assets of company are held in the name of the company.

(ii) The inventories of the Company includes shares & securities. Physical verification of inventory books has been conducted at reasonable intervals by the management and no discrepancies have been noticed while verifying the books.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees, as applicable. The Company has not granted any security in terms of Section 185 and 186 of the Companies Act, 2013.

(v) According to the information and explanations given to us, the Company has not accepted any deposit as mentioned in the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

(vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

- a) The Company is regular in depositing undisputed statutory dues, including provident fund, employees’ state insurance, income tax, Goods and Service Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, Goods and Service tax, cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, government, banks and dues to debenture holders. The Company does not have any outstanding dues to the Government during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

(x) During the course of our examination of books of account carried out in accordance with generally accepted auditing practices, we have neither come across any instance of fraud on or by the Company, nor have we been informed of such case by the management.

(xi) No managerial remuneration has been paid / provided by the Company during the year under review; hence, Para 3(xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company.

(xiii) According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act applicable accounting standards and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review; hence, Para3( xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

(xvi) The company is not registered under section 45 IA of the Reserve Bank of India Act, 1934.

2B, Grant Lane,  
(2<sup>nd</sup> Floor), Room No. 74  
Kolkata - 700012

Date: 26<sup>th</sup> June, 2021.

**For ARUN JAIN & ASSOCIATES**  
**Chartered Accountants**  
**Firm Registration No - 325867E**

**CA ARUN KUMAR JAIN**  
**Proprietor**  
**Membership No.053693**  
**UDIN : 21053693AAAAFA3327**

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## **ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/s. UNISHIRE URBAN INFRA LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal



financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

2B, Grant Lane,  
(2<sup>nd</sup> Floor), Room No. 74  
Kolkata – 700012

Date: 26<sup>th</sup> June, 2021

**For ARUN JAIN & ASSOCIATES**

**Chartered Accountants  
Firm Registration No - 325867E**

**(CA Arun Kumar Jain)  
Proprietor  
Membership No.053693  
UDIN : 21053693AAAAFA3327**

Balance Sheet as at March 31, 2021

| Particulars  | Notes | As at<br>31st March, 2021 | As at<br>31st March, 2020 |
|--|-------|---------------------------|---------------------------|
| <b>I. EQUITY AND LIABILITIES</b>                             |       |                           |                           |
| <b>(1) Shareholder's Funds</b>                               |       |                           |                           |
| (a) Share Capital  | 3     | 24,35,85,000              | 24,35,85,000              |
| (b) Reserves and Surplus                                     | 4     | 93,06,986                 | 81,89,874                 |
| <b>(2) Non-Current Liabilities</b>                           |       |                           |                           |
| (a) Deferred Tax Liabilities (Net)                           | 5     | 4,069                     | -                         |
| (b) Other Long Term Liabilities                              | 6     | -                         | 775,87,728                |
| <b>(3) Current Liabilities</b>                               |       |                           |                           |
| (a) Short Term Borrowings                                    | 7     | 2,83,27,500               | -                         |
| (b) Trade Payable  | 8     | -                         | 4,16,129                  |
| (c) Other Current Liabilities                                | 9     | 1,84,630                  | 4,78,058                  |
| (d) Short Term Provisions                                    | 10    | 2,96,407                  | 2,84,204                  |
|  |       | -                         | -                         |
| <b>Total</b>   |       | <b>28,17,04,592</b>       | <b>33,05,40,993</b>       |
| <b>II. ASSETS</b>  |       |                           |                           |
| <b>(1) Non- Current Assets</b>                               |       |                           |                           |
| (a) Property, Plant & Equipment                              | 11    | 61,413                    | 64,709                    |
| (b) Non Current Investments                                  | 12    | 6,80,92,994               | 158,718,529               |
| (c) Deferred tax assets (Net)                                | 5     | -                         | 2,373                     |
| (d) Long Term Loans and Advances                             | 13    | -                         | 10,00,000                 |
| (e) Other Non Current Assets                                 | 14    | -                         | 71,99,314                 |
| <b>(2) Current Assets</b>                                    |       |                           |                           |
| (a) Current Investment                                       | 15    | 3,68,87,278               | 51,47,899                 |
| (b) Inventories  | 16    | 3,14,867                  | 5,10,701                  |
| (c) Trade Receivables  | 17    | 2,41,07,319               | 254,46,916                |
| (d) Cash and Cash Equivalents                                | 18    | 9,37,612                  | 2,53,138                  |
| (e) Short Term Loans & Advances                              | 19    | 15,02,80,229              | 131,302,875               |
| (f) Other Current Assets                                     | 20    | 10,22,880                 | 8,94,540                  |
|  |       | -                         | -                         |
| <b>Total</b>   |       | <b>28,17,04,592</b>       | <b>33,05,40,993</b>       |
| <b>Significant Accounting Policies and Notes to Accounts</b> |       | <b>1 to 33</b>            | -                         |

The accompanying notes form an integral part of the Financial Statements

As per our report on even date attached

**For ARUN JAIN & ASSOCIATES**

**Chartered Accountant**

**Akshay Kumar Jain**

*Managing Director*

DIN: 08814058

**Vinay K Mehta**

*Director*

DIN: 03586852

**(Arun Kumar Jain)**

**Proprietor**

**M.No. 053693**

**Place : Kolkata**

**Dated: June 26, 2021**

**UDIN : 21053693AAAAFA3327**

**Shilpi Modi**

*Company Secretary*

Statement of profit & Loss for the Year Ended March 31, 2021

| Sl. No. | Particulars                            | Note | As At<br>31.03.2021 | As At<br>31.03.2020 |
|---------|--|------|---------------------|---------------------|
| I       | Revenue from Operations                | 21   | 1,97,76,630         | 30,51,954           |
| II      | Other Income                           | 22   | 7,54,856            | 7,29,288            |
|         | <b>Total Revenue ( I+II+III)</b>       |      | <b>2,05,31,486</b>  | <b>37,81,242</b>    |
| III     | <b>Expenses:</b>                       |      |                     |                     |
|         | Change in Inventory                    | 23   | 1,95,834            | (5,08,463)          |
|         | Purchase of Stock in Trade             | 24   | 1,47,59,235         | 31,65,658           |
|         | Employee Benefits Expense              | 25   | 4,61,750            | 3,62,409            |
|         | Finance Costs                          | 26   | 2,065               | 2,913               |
|         | Depreciation & Amortization Expenses   | 27   | 3,296               | 39,749              |
|         | Other Expenses                         | 28   | 39,73,548           | 18,47,387           |
|         | <b>Total Expenses</b>                  |      | <b>1,93,95,728</b>  | <b>49,09,653</b>    |
| IV      | <b>Profit before tax</b>               |      | <b>11,35,757</b>    | <b>(11,28,411)</b>  |
| V       | <b>Tax Expense</b>                     |      | 12203               |                     |
|         | 1) Current Tax                         |      |                     |                     |
|         | 2) Deferred Tax                        | 5    | 6442                | (1,742.00)          |
|         | 3) Adjustment relating to earlier Year |      |                     | -                   |
| VI      | <b>Profit for the Year</b>             |      | <b>11,17,112</b>    | <b>(11,26,669)</b>  |
| VII     | <b>Earning Per Equity Share:</b>       |      |                     |                     |
|         | 1) Basic                               | 31   | 0.046               | (0.046)             |
|         | 1) Diluted                             | 31   | 0.046               | (0.046)             |

The accompanying notes form an integral part of the Financial Statements

As per our report on even date attached

**For ARUN JAIN & ASSOCIATES**

**Chartered Accountant**

For and on behalf of Board of Directors

**Akshay Kumar Jain**

*Managing Director*

DIN: 08814058

**Vinay K Mehta**

*Director*

DIN: 03586852

**(Arun Kumar Jain)**

**Proprietor**

**M.No. 053693**

**Place : Kolkata**

**Dated: June 26, 2021**

**UDIN : 21053693AAAAFA3327**

**Shilpi Modi**

*Company Secretary*

Cash Flow Statement for the Year Ended March 31, 2021.

| Particulars   | As At<br>31.03.2021  | As At<br>31.03.2020   |
|---|----------------------|-----------------------|
| <b>Cash Flow from Operating activities</b>              |                      |                       |
| Net Profit before taxation, and extraordinary item      | 11,35,757            | (11,28,411)           |
| <i>Adjustment for:</i>                                  |                      |                       |
| Depreciation  | 3,296                | 39,749                |
| Dividend Income   | (9,110)              | -                     |
| Profit on the sale of Mutual Fund                       | (43,290)             | -                     |
| <b>Operating Profit before working capital Changes</b>  | <b>10,86,653</b>     | <b>(10,88,662)</b>    |
| <i>Movement in Working Capital</i>                      |                      |                       |
| (Increase) / Decrease in Inventories                    | 1,95,834             | (5,08,463)            |
| (Increase) / Decrease in Trade Receivables              | 13,39,597            | (2,51,93,660)         |
| (Increase) / Decrease in Current Investment             | (3,16,96,089)        | (51,47,899)           |
| (Increase) / Decrease in Short Term Loans & Advances    | (1,86,56,687)        | (9,46,64,170)         |
| (Increase) / Decrease in Other Current Assets           | (1,28,340)           | 17,97,887             |
| Increase / (Decrease) in Trade Payable                  | (4,16,129)           | -                     |
| Increase / (Decrease) in Other Current Liabilities      | (2,93,429)           | (10,00,258)           |
| Increase / (Decrease) in Short Term Borrowings          | 2,83,27,500          | (90,37,500)           |
| <b>Cash (used in) / generated from Operations</b>       | <b>(2,02,41,089)</b> | <b>(13,48,42,725)</b> |
| Income Tax Paid (Include Deffered Tax)                  | (3,20,668)           | -                     |
| <b>Net cash from Operating activities</b>               | <b>(2,05,61,758)</b> | <b>(13,48,42,725)</b> |
| <b>Cash Flow from investing activities</b>              |                      |                       |
| Maturity of Non-Current Investment                      | 9,19,25,617          | 9,55,51,326           |
| Purchase of Non-Current Investment                      | (13,00,082)          | (6,39,48,450)         |
| Proceeds from Other Non-Current Assets                  | 71,99,314            | -                     |
| Investment in Other Non-Current Assets                  | -                    | (15,000)              |
| Proceeds from Long Term Loans & Advances                | 10,00,000            | 10,14,69,628          |
| Dividend Income   | 9,110                | -                     |
| <b>Net cash from investing activities</b>               | <b>9,88,33,959</b>   | <b>13,30,57,504</b>   |
| <b>Cash Flow from Financing activities</b>              |                      |                       |
| Proceeds from Other Long Term Liabilities               | -                    | 15,37,500             |
| Repayment of Other Long Term Liabilities                | (7,75,87,728)        | -                     |
| <b>Net cash from Financing activities</b>               | <b>(7,75,87,728)</b> | <b>15,37,500</b>      |
| Net Increase in cash and cash equivalents               | 6,84,473             | (2,47,721)            |
| <b>Cash and cash equivalents at beginning of period</b> | <b>2,53,139</b>      | <b>5,00,859</b>       |
| <b>Cash and cash equivalents at end of period</b>       | <b>9,37,612</b>      | <b>2,53,139</b>       |

The accompanying notes form an integral part of the Financial Statements

As per our report on even date attached

For and on behalf of the Board of Directors

**For ARUN JAIN & ASSOCIATES**  
Chartered Accountant

**Akshay Kumar Jain**  
Managing Director  
DIN: 08814058

**Vinay K Mehta**  
Director  
DIN: 03586852

(Arun Kumar Jain)  
Proprietor  
M.No. 053693  
Place : Kolkata  
Dated: June 26, 2021  
UDIN : 21053693AAAAFA3327

**Shilpi Modi**  
Company Secretary

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**Notes to the Financial Statements for the year ended March 31, 2021****Note: 1 Background**

Unishire Urban Infra Limited is a Company registered with Registrar of Companies, West Bengal. The principal activity of the Company is real estate development and construction. Our company is also engaged in equity share trading and investing activities. The Company is a Public Limited Company whose shares are listed in BSE. Unishire is a well known name for its real estate projects in Bangalore.

**Note: 2 significant accounting policies****(i) Basis of Preparation of Financial Statements:**

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting to comply in all material with the applicable accounting principles in India, the mandatory Accounting Standards ('AS') as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Act, the guidelines issued by the Securities and Exchange Board of India ('SEBI') and the Companies Act, 1956 to the extent relevant.

**(ii) Use of estimates**

The preparation of the financial statements, in conformity with generally accepted accounting principles in India, requires that the Management makes estimates and assumptions that affected the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Actual results could differ from those estimates. Any revision on accounting estimates is recognized prospectively in current and future periods

**(iii) Property , Plant & Equipment :**

**Tangible Assets:** Tangible assets are stated at their cost of acquisition or construction less accumulated depreciation. Cost includes inward freight, duties, taxes and expenses incidental to acquisition and installation or construction, net of CENVAT VAT and GST credit, where applicable. The cost of the fixed assets not ready for their intended use before such date, are disclosed as capital work-in-progress.

**Intangible Assets:** Intangible assets are stated at cost of acquisition less accumulated amortization.

**(iv) Depreciation / amortization**

In respect of fixed assets during the year, depreciation/amortization is charged on Written Down Method as to write off the cost of the assets over the useful lives.

**(v) Investments**

Investments, 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, in case of other investments, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. In case of unquoted securities, where fair market value is not available, lower of break-up value or cost is considered. On disposal of an Investment, the difference between its carrying amount and net disposal proceeds is charged to the statement of profit and loss.

**(vi) Inventories**

Inventories are stated at lower of the cost or net realizable value. Cost is determined on weighted average basis.

**(vii) 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 and 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

**(viii) Employees Retirement & Other Benefits**

Short term employees' benefits are recognized in the period in which employee's services are rendered.

**(ix) Income Taxes**

Income tax expense is aggregate of current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charges or credit (reflecting the tax effects of 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, based on the estimated tax liability computed after taking the tax credit for the allowances and exemption in accordance with the Income Tax Act, 1961.

**Deferred Taxation**

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

**(x) Earning per Share**

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings per Share, as prescribed by the Rules. Basic earnings per shares are computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share have been computed using the weighted number of equity shares and dilutive potential equity shares outstanding at year end

**(xi) Provisions and Contingencies**

The Company creates a provision when there is a 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 estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a 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 disclosure 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.

**Note 3 Share Capital**

| SN | Particulars   | As at<br>31.03.2021 | As at<br>31.03.2020 |
|----|---|---------------------|---------------------|
| 1  | <b>SHARE CAPITAL</b><br><b>Authorized Capital</b><br>2,50,00,000 (Previous Year 2,50,00,000) Equity Shares of Rs.10/-each       | 250,000,000         | 250,000,000         |
| 2  | <b>Issued Subscribed &amp; Paid Up</b><br>2,43,58,500 (Previous Year 2,43,58,500) Equity Shares of Rs.10/-each<br>Fully paid-up | 243,585,000         | 243,585,000         |
|    |   | <b>243,585,000</b>  | <b>243,585,000</b>  |

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

| SN | Particulars                                     | As at 31.03.2021  |                    | As at 31.03.2020  |                    |
|----|---|-------------------|--------------------|-------------------|--------------------|
|    |   | Quantity          | Amount             | Quantity          | Amount             |
| 1  | Shares outstanding at the beginning of the year | 24,358,500        | 243,585,000        | 24,358,500        | 243,585,000        |
| 2  | Add: Shares issued during the year              | -                 | -                  | -                 | -                  |
| 3  | Less: Shares brought back during the year       | -                 | -                  | -                 | -                  |
| 4  | Shares outstanding at the end of the year       | <b>24,358,500</b> | <b>243,585,000</b> | <b>24,358,500</b> | <b>243,585,000</b> |

**3b. Terms/Rights attached to Shares**

The Company has issued only one class of equity shares having par value of Rs.10 each per share. Each shareholder is entitled to one vote per share held in the meeting of shareholder. The dividend proposed by the board of director is subject to the approval of share holders in the 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 preferential amounts in proportion to their shareholding.

3c. The Company does not have any Holding Company.

**3d. Equity Shares in the Company held by each shareholder holding more than 5% shares and the no. of equity shares held are as under:-**

| SN | Particulars          | As at 31.03.2021 |            |              | As at 31.03.2020 |            |              |
|----|----------------------|------------------|------------|--------------|------------------|------------|--------------|
|    |                      | No. of Shares    | Amount     | % of Holding | No. of Shares    | Amount     | % of Holding |
| 1. | Kirti Kantilal Mehta | 1,658,900        | 16,589,000 | 6.81         | 1,658,900        | 16,589,000 | 6.81         |
| 2. | Vinay Kirti Mehta    | 1,619,700        | 16,197,000 | 6.65         | 1,619,700        | 16,197,000 | 6.65         |
| 3. | Pratik Kirti Mehta   | 14,50,700        | 14,507,000 | 5.96         | 14,50,700        | 14,50,7000 | 5.96         |
| 4. | Nutan Kirti Mehta    | 1,10,700         | 11,07,000  | 0.45         | 1,50,700         | 1,50,7000  | 0.62         |

**3e. Details for preceding Five Years of Equity Shares:**

No shares were allotted as fully paid up pursuant to any contract without payment being received in cash in last five years.

**Note: 4 Reserves and Surplus**

| SN | Particulars  | As at 31.03.2021 | As at 31.03.2020 |
|----|--|------------------|------------------|
| 1  | <b>Securities Premium</b>                          |                  |                  |
|    | Balance Brought Forward                            | 2,552,945        | 2,552,945        |
|    | Add: received during the year                      | -                | -                |
|    | Less: Utilized during the year                     | -                | -                |
|    |  | <b>2,552,945</b> | <b>2,552,945</b> |
| 2  | <b>Surplus From Statement of Profit &amp; Loss</b> |                  |                  |
|    | Balance Brought Forward                            | 56,36,928        | 67,63,597        |
|    | Surplus/(Deficit) for the Year                     | 11,17,112        | (11,26,669)      |
|    |  | <b>67,54,041</b> | <b>56,36,928</b> |
|    |  | <b>93,06,986</b> | <b>81,89,874</b> |

**Note: 5 Deferred Tax Liabilities**

Disclosure as per Accounting Standard 22- "Accounting for Taxes on Income" - Major components of deferred tax assets and liabilities on account of timing differences are as follows:

| SN | Particulars                   | As at 31.03.2021 |           | As at 31.03.2020 |           |
|----|-------------------------------|------------------|-----------|------------------|-----------|
|    |                               | Assets           | Liability | Assets           | Liability |
| 1  | Depreciation and Amortization | -                | 4,069     | 2,373            | -         |
|    |                               | -                | 4,069     | 2,373            | -         |

**Note: 6 Other Long Term Liabilities**

| SN | Particulars  | As at 31.03.2021 | As at 31.03.2020 |
|----|--|------------------|------------------|
| 1  | Deposits from Customers against real estate projects | -                | 7,75,87,728      |
|    |  | -                | 7,75,87,728      |

**Note: 7 Short Term Borrowings**

| SN | Particulars      | As at 31.03.2021 | As at 31.03.2020 |
|----|------------------|------------------|------------------|
| 1  | Other Borrowings | 2,83,27,500      | -                |
|    |                  | 2,83,27,500      | -                |

**Note: 8 Trade payables**

| SN | Particulars   | As at 31.03.2021 | As at 31.03.2020 |
|----|---|------------------|------------------|
| 1  | Payables for Goods and Services<br>Total outstanding dues of creditors other than micro enterprises and small enterprises | -                | 4,16,129         |
|    |   | -                | 4,16,129         |

**Note: 9 Other Current Liabilities**

| SN | Particulars                | As at 31.03.2021 | As at 31.03.2020 |
|----|----------------------------|------------------|------------------|
| 1  | TDS, Service Tax, Vat etc. | 88,930           | 6,932            |
| 2  | Other Liabilities          | 95,700           | 471,126          |
|    |                            | 1,84,630         | 4,78,058         |

**Note: 10 Short Term Provisions**

| SN | Particulars                  | As at 31.03.2021 | As at 31.03.2020 |
|----|------------------------------|------------------|------------------|
| 1  | Provision for the AY 2013-14 | 2,84,204         | 2,84,204         |
| 2  | Provision for the AY 2021-22 | 12,203           | -                |
|    |                              | 2,96,407         | 2,84,204         |



**Note: 11 Property, Plant and Equipment**

| Particulars            | Gross Block         |          |          |                     | Depreciation        |                 |                     | Net Block           |                     |
|------------------------|---------------------|----------|----------|---------------------|---------------------|-----------------|---------------------|---------------------|---------------------|
|                        | As at<br>01.04.2020 | Addition | Sales    | As at<br>31.03.2021 | As at<br>01.04.2020 | For the<br>Year | As at<br>31.03.2021 | As at<br>31.03.2021 | As at<br>31.03.2020 |
| <b>Tangible Assets</b> |                     |          |          |                     |                     |                 |                     |                     |                     |
| Motor Car              | 9,36,950            | -        | -        | 9,36,950            | 8,90,104            | -               | 8,90,104            | 46,846              | 46,847              |
| Computer & Accessories | 2,07,398            | -        | -        | 2,07,398            | 1,99,223            | -               | 1,99,223            | 8,175               | 8,175               |
| Television             | 24,436              | -        | -        | 24,436              | 20,276              | 1,469           | 21,745              | 2,691               | 4,159               |
| Mobile                 | 22,000              | -        | -        | 22,000              | 20,900              | -               | 20,900              | 1,100               | 1,100               |
| Camera                 | 15,500              | -        | -        | 15,500              | 11,072              | 1,826           | 12,899              | 2,601               | 4,428               |
| <b>Total</b>           | <b>12,06,284</b>    | <b>-</b> | <b>-</b> | <b>12,06,284</b>    | <b>11,41,576</b>    | <b>3,296</b>    | <b>11,44,870</b>    | <b>61,413</b>       | <b>64,709</b>       |

**Note: 12 Non Current Investments**

| SN       | Particulars  | As at 31.03.2021 |                    | As at 31.03.2020 |                     |
|----------|--|------------------|--------------------|------------------|---------------------|
|          |  | Quantity         | Amount             | Quantity         | Amount              |
| <b>1</b> | <b>Trade Investment (Valued at cost unless stated otherwise)</b> |                  |                    |                  |                     |
|          | <b>In unquoted Equity Shares, (fully paid) FV</b>                |                  |                    |                  |                     |
|          | <b>Others</b>  |                  |                    |                  |                     |
|          | Shree Mahavir Udyog Private Limited 10                           | 20000            | 2000000            | 200000           | 2000000             |
|          | Jain Vincom Private Limited 10                                   | 14000            | 14,00,000          | 14000            | 1400000             |
|          | Mangalsudha Vinimay Private Limited 10                           | 4500             | 33,30,000          | 4,500            | 33,30,000           |
|          | Bravado Commerce Pvt Ltd 10                                      | -                | -                  | 41884            | 4,26,800            |
|          | Action Vinimay Pvt Ltd 10  | -                | -                  | 2654             | 10,87,210           |
|          | Dugar Marketing Pvt Ltd 10                                       | -                | -                  | 53650            | 81,01,150           |
|          | Dugar Tubes Ltd 10   | -                | -                  | 8650             | 87,88,400           |
|          | Exaltation Commercial Pvt Ltd 10                                 | -                | -                  | 27090            | 88,31,340           |
|          | Geranium Commercial Pvt Ltd 10                                   | -                | -                  | 28388            | 91,40,936           |
|          | Gracier Commodities Pvt Ltd 10                                   | 8644             | 41,14,544          | 14500            | 69,02,000           |
|          | Nabanita Dealcom Pvt Ltd 10                                      | -                | -                  | 73743            | 2,07,21,816         |
|          | Sandhya Tie Up Private Limited 10                                | -                | -                  | 48821            | 1,46,46,382         |
|          | Shilpa Tie Up Pvt Ltd 10   | -                | -                  | 43,694           | 1,37,63,610         |
|          | Solidity Vincom Pvt Ltd 10                                       | -                | -                  | 2,067            | 6,30,435            |
|          | Keshvam Foodpark Pvt Ltd 10                                      | 5245000          | 5,24,50,000        | 5245000          | 52450000            |
|          | Shah Tracom Pvt Ltd 10   | -                | -                  | 8000             | 200,00,00           |
|          | Abhjit Ventures ltd 10   | 4125             | 34,98,450          | 4215             | 34,98,450           |
|          | Hi-Klass Trading & Investment Pvt Ltd 10                         | 285000           | 13,00,000          | -                | -                   |
|          | Urmila properties Pvt Ltd 10                                     | -                | -                  | 4000             | 100,00,00           |
| <b>2</b> | <b>Investment in Debenture/Bond</b>                              |                  | <b>6,80,92,994</b> |                  | <b>15,87,18,529</b> |
| <b>3</b> | Aggregate Value of Quoted Non- Current Investments               |                  | -                  |                  | -                   |
|          | Aggregate Value of Unquoted Non- Current Investments             |                  | -                  |                  | -                   |
|          |  |                  | <b>6,80,92,994</b> |                  | <b>15,87,18,529</b> |
| <b>4</b> | <b>Investment in Fixed Deposits</b>                              |                  | <b>6,80,92,994</b> |                  | <b>15,87,18,529</b> |

**Note: 13 Long Term Loans and Advances**

| SN | Particulars  | As at 31.03.2021 | As at 31.03.2020 |
|----|--|------------------|------------------|
| 1  | Loans and Advance against projects<br>(Unsecured, Considered Good) | -                | 10,00,000        |
|    |  | -                | 10,00,000        |

**Note: 14 Other Non-Current Assets**

| SN | Particulars                    | As at 31.03.2021 | As at 31.03.2020 |
|----|--------------------------------|------------------|------------------|
| 1  | Project under work in progress | -                | 71,99,314        |
|    |                                | -                | 71,99,314        |

**Note: 15 Current Investments**

| SN | Particulars  | As at 31.03.2021 |             | As at 31.03.2020 |           |
|----|--|------------------|-------------|------------------|-----------|
|    |  | Units            | Amount      | Units            | Amount    |
| 1  | <b>Investment in Mutual Funds (Regular Growth-Debt)</b>                                |                  |             |                  |           |
|    | <b>Non-Trade Investments</b>   |                  |             |                  |           |
|    | ICICI Prudential Ultra Short Term Fund-  | 17,17,399.682    | 3,68,87,278 | -                | -         |
|    | ICICI Prudential Short Term Fund   | -                | -           | 30197.699        | 12,50,000 |
|    | ICICI Floating Interest Fund   | -                | -           | 13048.416        | 3897899   |
|    |  |                  | 3,68,87,278 | -                | 51,47,899 |
|    | Aggregate Value of Quoted Non-Current Investments<br>(Market Value -Rs. 37037956.76/-) | -                | 3,68,87,278 |                  | 51,47,899 |

**Note: 16 Inventories**

| SN | Particulars   | As at 31.03.2021 | As at 31.03.2020 |
|----|---|------------------|------------------|
| 1  | Stock in Trade of Share & Securities<br>(valued at lower of cost or market value) | 3,14,867         | 5,10,701         |
|    |   | 3,14,867         | 5,10,701         |

**Note: 17 Trade Receivables**

| SN | Particulars   | As at 31.03.2021 | As at 31.03.2020 |
|----|---|------------------|------------------|
| 1  | <b>Trade Receivables outstanding for a period exceeding six months</b><br>(Unsecured, considered goods) | 2,30,98,050      | 2,43,98,050      |
| 2  | Other Trade receivables   | 10,09,269        | 10,48,866        |
|    |   | 2,41,07,319      | 2,54,46,916      |

**Note: 18 Cash & Cash Equivalent**

| SN | Particulars          | As at 31.03.2021 | As at 31.03.2020 |
|----|----------------------|------------------|------------------|
| 1  | Cash in Hand         | 2,99,858         | 1,09,480         |
|    | <b>Sub Total (A)</b> | 2,99,858         | 1,09,480         |
| 2  | Cheques in Hand      |                  | -                |
|    | <b>Sub Total (B)</b> |                  | -                |

|   |                           |                 |                 |
|---|---------------------------|-----------------|-----------------|
| 3 | <b>Balances with Bank</b> |                 |                 |
|   | On Current Accounts with  |                 |                 |
|   | -HDFC Bank                | 6,37,755        | 96,296          |
|   | -ICICI Bank               | -               | 47,362          |
|   | <b>Sub Total (C)</b>      | 6,37,755        | <b>1,43,658</b> |
|   |                           |                 |                 |
|   | <b>Total (A+B+C)</b>      | <b>9,37,612</b> | <b>2,53,138</b> |

**Note: 19 Short Term Loan & Advances**

| SN | Particulars   | As at 31.03.2021    | As at 31.03.2020    |
|----|---|---------------------|---------------------|
| 1  | <b>Security Deposit</b><br>(Unsecured, considered goods)                | 25,000              | 1,10,40,526         |
| 2  | <b>Loans and Advances to employees</b><br>(Unsecured, considered goods) | -                   | -                   |
| 3  | <b>Loans and Advances</b>   |                     |                     |
|    | Inter Corporate Deposits  | -                   | -                   |
|    | Advance Tax   | 10,43,080           | 10,43,080           |
|    | Other Loan and advances   | 14,83,89,699        | 11,87,10,128        |
| 4  | <b>Balance with Govt. Authorities</b>                                   |                     |                     |
|    | TDS Receivable (FY 2012-13)   | 2,72,689            | 2,72,689            |
|    | TDS Receivable (FY 2015-16)   | 1,08,226            | 1,08,226            |
|    | TDS Receivable (FY 2018-19)   | 7,192               | 7,192               |
|    | TDS Receivable (FY 2019-20)   | 1,13,676            | 1,21,034            |
|    | TDS Receivable (FY 2020-21)   | 3,20,667            | -                   |
|    |   | <b>15,02,80,229</b> | <b>13,13,02,875</b> |

**Note: 20 Other Current Assets**

| SN | Particulars                                      | As at 31.03.2021 | As at 31.03.2020 |
|----|--|------------------|------------------|
| 1  | Input Credit of Taxes                            | 10,22,880        | 8,94,540         |
| 2  | Interest accrued on Fixed Deposit                | -                | -                |
| 3  | Other Loans and Advances                         | -                | -                |
| 4  | Receivables from sale of shares and Mutual Funds | -                | -                |
|    |  | <b>10,22,880</b> | <b>8,94,540</b>  |

**Note: 21 Revenue from Operations**

| SN | Particulars                  | As at 31.03.2021   | As at 31.03.2020 |
|----|------------------------------|--------------------|------------------|
| 1  | Sales of Shares & Securities | 1,56,23,185        | 18,26,831        |
| 2  | Interest on Loan             | 41,53,445          | 12,25,123        |
|    |                              | <b>1,97,76,630</b> | <b>30,51,954</b> |

**Note: 22 Other Income**

| SN | Particulars                    | As at 31.03.2021 | As at 31.03.2020 |
|----|--------------------------------|------------------|------------------|
| 1  | Dividend Income                | 9,110            | 5                |
| 2  | Interest on Tax Refund         | -                | 44,038           |
| 3  | Profit on Sale of Mutual Funds | 43,290           | 6,85,245         |
| 4  | F&O P/L A/C                    | 7,02,456         | -                |
|    |                                | <u>7,54,856</u>  | <u>7,29,288</u>  |

**Note: 23 Change in Inventories**

| SN | Particulars                          | As at 31.03.2021 | As at 31.03.2020  |
|----|--------------------------------------|------------------|-------------------|
| 1  | Opening Stock of Shares & Securities | 5,10,701         | 2,238             |
| 2  | Closing Stock of Share & Securities  | 3,14,867         | 5,10,701          |
|    |                                      | <u>1,95,834</u>  | <u>(5,08,463)</u> |

**Note: 24 Purchases**

| SN | Particulars                                    | As at 31.03.2021   | As at 31.03.2020 |
|----|--|--------------------|------------------|
| 1  | Purchase of Stock in Trade Shares & Securities | 1,47,59,235        | 31,65,658        |
|    |  | <u>1,47,59,235</u> | <u>31,65,658</u> |

**Note: 25 Employee Benefit Expense**

| SN | Particulars         | As at 31.03.2021 | As at 31.03.2020 |
|----|---------------------|------------------|------------------|
| 1  | Salary to Employees | 4,61,750         | 3,62,409         |
|    |                     | <u>4,61,750</u>  | <u>3,62,409</u>  |

**Note: 26 Finance Costs**

| SN | Particulars               | As at 31.03.2021 | As at 31.03.2020 |
|----|---------------------------|------------------|------------------|
| 1  | Bank Charges & Commission | 2,065            | 2,913            |
|    |                           | <u>2,065</u>     | <u>2,913</u>     |

**Note: 27 Depreciation & Amortization Expenses**

| SN | Particulars  | As at 31.03.2021 | As at 31.03.2020 |
|----|--------------|------------------|------------------|
| 1  | Depreciation | 3,296            | 39,749           |
|    |              | <u>3,296</u>     | <u>39,749</u>    |

**Note: 28 Other Expenses**

| SN | Particulars                             | As at 31.03.2021 | As at 31.03.2020 |
|----|---|------------------|------------------|
| 1  | Telephone Expenses                      | 5,641            | -                |
| 2  | Miscellaneous                           | 2,09,812         | 122              |
| 3  | Motor Car Expense (including Insurance) | 23,547           | 20,620           |
| 4  | Rent                                    | 97,750           | 85,000           |
| 5  | Administrative Expenses                 | 35,770           | 45,719           |
| 6  | Auditors remuneration                   |                  |                  |
|    | - Audit Fees                            | 18,780           | 34,800           |
|    | - Tax Audit Fees                        | -                | -                |
| 7  | Printing & Stationery                   | 93,300           | 38,327           |
| 8  | Travelling Charges                      | 1,18,450         | 36,011           |
| 9  | Loss in Future & Options                | -                | 6,60,691         |
| 10 | Brokerage & Commission                  | 24,47,254        | -                |
| 11 | Interest On Late Payment of Taxes, etc  | 6,852            | 2,700            |
| 12 | Loss on sale of Bond                    | -                | 1,76,566         |
| 13 | Advertisement                           | 15,120           | -                |
| 14 | Consultancy Charges                     | 500,000          | -                |
| 15 | Professional Fees                       | 1,93,500         | 6,28,274         |
| 16 | Demat Charges                           | 2,912            | 797              |
| 17 | General Expenses                        | 71,602           | 7,760            |
| 18 | Allotment Fee                           | -                | 10,000           |
| 19 | Annual Issuer Fee                       | 75,000           | 75,000           |
| 20 | Annual Listing Fees                     | 27,000           | 25,000           |
| 21 | Speculation Loss                        | 31,258           | -                |
|    |   | <b>39,73,548</b> | <b>18,47,387</b> |

29 In the opinion of the board of directors, all current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

**30 Related party disclosures as required by Accounting Standard 18 in accordance with the Companies Accounting Standards Rules, 2006.**

The management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2021 for the purpose of reporting as per AS 18-" Related Party Transaction":-

**(A) Name of related parties and description of relationship**

|  |   |
|--|---|
| 1) Subsidiaries                                | NIL                                       |
| 2) Fellow Subsidiaries:                        | NIL                                       |
| 3) Associates:                                 | NIL                                       |
| 4) Key Managerial Personnel & their Relatives: | Mr. Akshay Kumar Jain - Managing Director |

**(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2021- NIL**

**31. Earning Per Share (EPS)**

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

| Particulars                       | As at 31.03.2021 | As at 31.03.2020 |
|-----------------------------------|------------------|------------------|
| (Loss)/Profit after Tax           | 11,17,112        | (11,26,669)      |
| Number of Shares                  | 2,43,58,500      | 2,43,58,500      |
| Weighted Average Number of Shares | 2,43,58,500      | 2,43,58,500      |
| Nominal value of Shares           | 10               | 10               |
| <b>Earnings Per Share</b>         |                  |                  |
| - Basis                           | 0.046            | (0.046)          |
| - Diluted                         | 0.046            | (0.046)          |

32. The previous year's figures have been re-arranged/re-grouped, wherever found necessary.
33. Figures have been rounded off to the nearest rupee

As per our report on even date attached

**For ARUN JAIN & ASSOCIATES**  
**Chartered Accountant**

**(Arun Kumar Jain)**  
**Proprietor**  
**M.No. 053693**  
**Place : Kolkata**  
**Dated: June 26, 2021**  
**UDIN : 21053693AAAAFA3327**

**Akshay Kumar Jain**  
*Managing Director*  
DIN: 08814058

For and on behalf of the Board of Directors

**Vinay K Mehta**  
*Director*  
DIN: 03586852

**Shilpi Modi**  
*Company Secretary*



