

NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Place: Kolkata
Date: August 24, 2019

Ishita Tamret
Company Secretary
Membership No. : A41505

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED IT IS ADVISABLE THAT THE PROXY HOLDER’S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES.**

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

- b) The Register of members and Share Transfer Books of the Company will remain closed from Wednesday, the 18th September, 2019 to Tuesday day, 24th September, 2019 (both days inclusive)
- c) The relevant Statements under the SEBI (Listing Obligations and Disclosures Requirements) regulations, 2015 and amendment thereto in respect of re-appointment(s) of Directors are mentioned in this notice.
- d) Members/Proxies are requested to bring their attendance slip to the Meeting and are requested not to bring any article, briefcase, handbag, carry bag etc., as the same will not be allowed to intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- e) Members/proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those hold shares in Physical forms are requested to write their Folio Numbers in the attendance slip for attending the meeting.
- f) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- g) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details of the irrespective Dps and those who have in physical mode are requested to provide their PAN details to the Company or its registrar.
- h) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/ RTA (Purva Sharegistry (India) Pvt Ltd, for consolidation into a single folio.
- i) Corporate members indenting to send their authorized representative are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- j) Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April 2018 has directed all companies to obtain the Bank Account details of their members and update security holder's data so that the dividend may be paid via electronic bank transfer. Accordingly, Members holding shares in physical form who have not yet provided their bank details are requested to provide their PAN, Bank Account Number, name and address of the bank & IFSC Code . In respect of members who are holding shares in electronic form, their bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any change in bank particulars, will therefore be intimated to Depository participants.
- k) The Shares of the Company are traded in Demat Segment only. Members who still hold the shares of the Company in physical form are advised to contact their depository participants for dematerialization of their holdings in their own interest . Further SEBI had vide its Notification No. SEBI/LAD-NRGO/GN/2018/24 Dated 8th June , 2018 and further notifications in this regard, stated that with effect from 1st April , 2019 , transfer of shares of Listed Company shall take place in dematerialized form only.
- l) The Companies Act, 2013 and SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015 permits Companies to send soft copies of the annual report to all those shareholders who have registered their email address with the Company/RTA/depository Participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their email address with the Company/RTA/Depository Participants. Accordingly, the Annual report for 2018-2019, Notice for annual general meeting etc., are being sent in electronic mode to those shareholders who have registered their email address with the Company/RTA/Depository Participant. For those shareholders who have not opted for the above, the same are being sent in physical form.
- m) All relevant documents referred to in the accompanying notice are available for inspection at the registered office of the Company during working hours up to the date of Annual General Meeting.
- n) Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of Section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participants for recording nomination in respect of their shares.
- o) Annual report of the Company circulated to the members of the Company is also available on the Company's website www.unishire.com
- p) **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 28th ANNUAL GENERAL MEETING OF YOUR COMPANY.**
- q) **Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is please to provide its members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business contained herein may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- i. The voting period starts on **Saturday, September 21st, 2019 at 9:00 a.m. (IST) and ends on Monday, September 23rd, 2019 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in

dematerialized form, as on the cut-off date (record date) of **Tuesday, September 17th, 2019**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The Facility of voting through Ballot paper shall be made available at the 28th AGM and the member attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- v. The shareholders Should log on to the e-voting website www.evotingindia.com
- vi. Click on “Shareholders” tab.
- vii. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

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

- xi. After entering these details appropriately, click on “SUBMIT” tab.
- xii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN for the relevant < Company Name> on which you choose to vote.
- xv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- xvii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xviii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xx. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xxii. **Note for Non – Individual Shareholders and Custodians.**
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xxiii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 17th, 2019 may follow the same instructions as mentioned above for e-voting.
- xxiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- II. M/s Kamalia & Associates, Advocate has been appointed as the Scrutinizer for providing facility to the members of the company to scrutinize the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 28th Annual General Meeting (AGM) as consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IV. The Results shall be declared along with the report of the Scrutinizer shall be placed on the website of the Company www.unishire.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Place: Kolkata
Date: August 24, 2019

Ishita Tamret
Company Secretary
Membership No. : A41505

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

Item No.3

The Statutory Auditor, M/s Arun Jain & Associates, Chartered Accountants, (Firm Registration No. 325867E), have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company.

The Audit Committee has considered the qualifications and experience of the proposed Auditors and has recommended the appointment of Mr. Sanjoy Saha, Chartered Accountants (Membership No. 312149) as the Statutory Auditors.

The Board of Directors has also considered and recommends by passing of the special resolution for appointing Mr. Sanjoy Saha, Chartered Accountant as Statutory Auditor in place of the retiring Auditor M/s. Arun Jain & Associates, Chartered Accountants. A written consent of the proposed auditor together with a certificate that the appointment, if made shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

The Board has recommended the resolution set forth in item No. 3 of the notice for the approval of the members.

Item No.4

Mr. Pratik Kirti Mehta, who was appointed as Managing Director by the Members and whose term has expired and hence continuation of his employment as Managing Director requires the approval of members by way of special resolution.

Section 196(3) of the Companies Act 2013, inter alia provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, whole time director or Manager unless it is approved by the Members by passing a special resolution. Part I of schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Pratik Kirti Mehta has rich and varied experience in the industry and has been involved in the operations in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Pratik Kirti Mehta as a Managing Director of the Company.

The appointment of Mr. Mehta is appropriate and in the best interest of the Company. Thus the Board of Directors recommends the resolution set out at item No. 4 of the notice for your approval.

Except, Mr. Pratik Kirti Mehta, no directors, Key Managerial personnel or their relatives are interested or concern in the resolution relating to appointment of Mr. Pratik Kirti Mehta.

Item No.5

As per Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Patni, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of three consecutive years from 24th September, 2019 to 23rd September, 2022.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Patni fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and

Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Patni as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Patni as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Patni as an Independent Director for another term of three consecutive years with effect from 24th September, 2019 to 23rd September, 2022 for the approval by the shareholders of the Company. Mr. Suresh Kumar Patni has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, financially or otherwise, in this resolution except Mr. Suresh Kumar Patni.

Item No.6

As per Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jain, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of three consecutive years from 24th September, 2019 to 23rd September, 2022.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mrs. Jain fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the letter for appointment of Mrs. Jain as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Jain as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Jain as an Independent Director for another term of three consecutive years with effect from 24th September, 2019 to 23rd September, 2022, for the approval by the shareholders of the Company. Mrs. Reena Jain has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, financially or otherwise, in this resolution except Mrs. Reena Jain.

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

Place: Kolkata
Date: August 24, 2019

Ishita Tamret
Company Secretary
Membership No. : A41505

ANNEXURE 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. Pratik Kirti Mehta	Mr. Vinay K Mehta	Mr. Suresh Kumar Patni	Mrs. Reena Jain
Date of Birth	05/01/1983	14/08/1987	09/01/1966	12/12/1970
Qualification	Bachelors degree from Visveshwaraiah Technological University.	Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University.	B. Com (H)	B. Com (H)
Date of Appointment	19/08/2013	19/08/2013	01/05/2013	01/05/2013
No of Shares held as on 31.03.2019	1450700	1619700	-	-
Expertise in Specific Functional area	Mr. Pratik Kirti Mehta aged 36 years is the Executive Director of our Company. He has completed his bachelor's degree from Visveshwaraiah, Technological University. He is having experience of Over 10 years. he is actively involved in the day to day operations of the Company which includes looking after clients and handling projects.	Mr. Vinay K. Mehta aged 30 Years, is the Non Executive Director of our Company. He has completed his Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University, Belgaum. He has been instrumental in Deploying sales force for Unishire Group. He is having an experience of over 10 Years and looks after the IT and sales of our company.	He has over 10 years of experience Wide managerial in the field of finance, accounts, administrative experience. taxation and other related statutory areas .	Wide managerial and administrative experience
No of board meetings attended during FY 2018-19	5	5	5	5
Other Listed Companies in which directorship held	Nil	Nil	Nil	Nil
Chairman/Member of the Committee(s) of the Board of Directors of other Listed Companies in which they are the director.	Nil	Nil	Nil	Nil

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

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

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

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

UNISHIRE URBAN INFRA LIMITED

CIN: L67190WB1991PLC051507

13/1A Government Place (East), Top Floor, Kolkata-700069, Tel. 080 2346 1715

investors@unishire.com | www.unishire.com

28th Annual General Meeting – September 24th, 2019

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014- Form No. MGT-11]

Name of the Member(s):

Registered Address:

Email ID:

Folio No./Client ID:

DP ID:

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

Name:.....Address:.....
.....EmailId:.....Signature.....
of failing him

Name:.....Address:.....
.....EmailId:.....Signature.....
of failing him

Name:.....Address:.....
.....EmailId:.....Signature.....
of failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, September 24th, 2019 at 11.00A.M. at 13/1A, Government Place, Top Floor, Kolkata-700069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against	Abstain
Ordinary Business				
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2019, and the Reports of the Board of Directors and Auditors 'Report thereon.			
2.	To appoint a Director in place of Mr. Vinay K Mehta (Din : 03586852) who retires by rotation and being eligible offers himself for re-appointment.			
3.	Appointment of Statutory Auditors' and fixing their remuneration.			
Special Business				
4.	Re-appointment of Mr. Pratik Kirti Mehta (Din: 01386506) as the Managing Director.			
5.	Re-appointment of Mr. Suresh Kumar Patni (Din: 03464170) as an Independent Non-Executive Director of the Company.			
6.	Re appointment of Mrs. Reena Jain (Din:05210835) as an Independent Non-Executive Director of the Company.			

Signed this.....day of.....2019

Signature of shareholder

Signature of Proxy holder(s)

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. A proxy need not be a member of the Company.

UNISHIRE URBAN INFRA LIMITED

Regd. Office: 13/1A Government Place (East), Top Floor, Kolkata-700069,

CIN: L67190WB1991PLC051507 , **Tel.** 080 2346 1715

Email : unishire_urban@yahoo.com | **Website :** www.unishire.com

ATTENDANCE SLIP

28th Annual General Meeting to be held on Tuesday, September 24, 2019 AT 11:00 A.M.
AT 13/1A, Government Place (East), Top Floor, Kolkata-700069

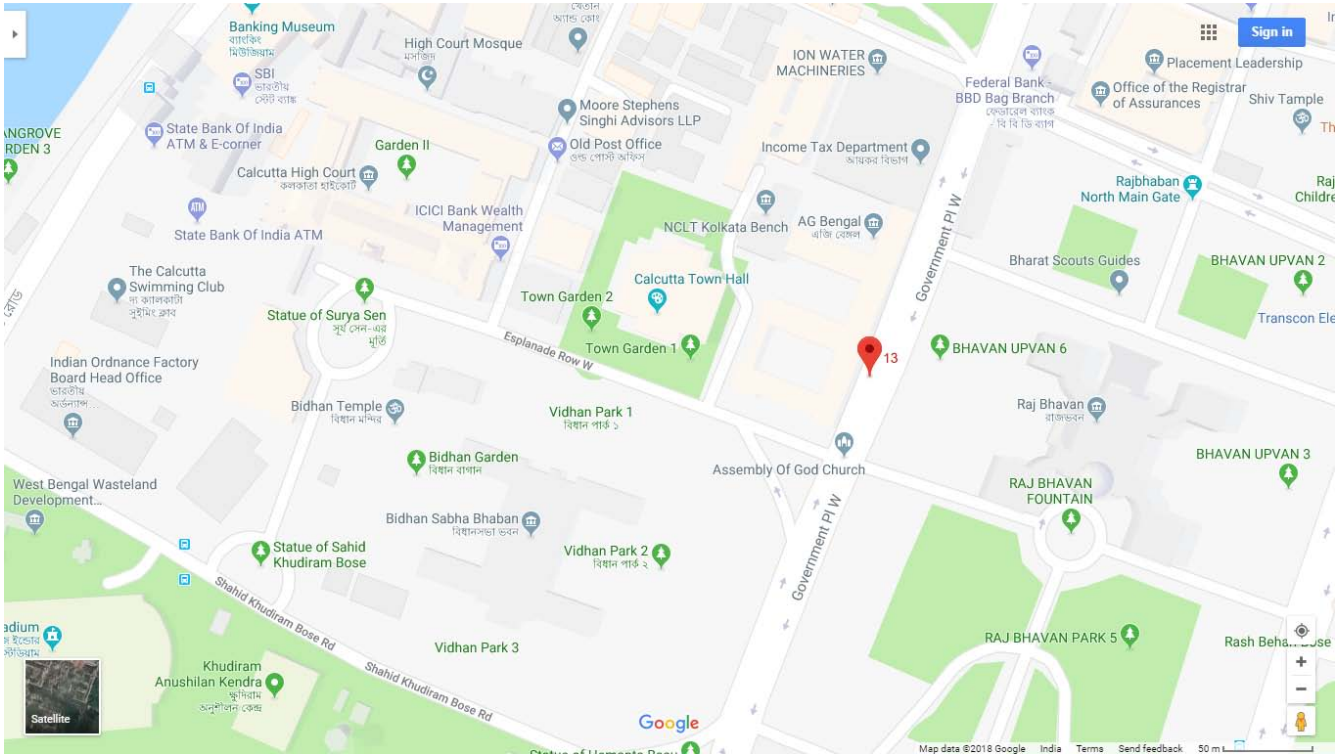
Name of the Attending Member (IN BLOCK LETTERS)	
Registered Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	

I / We hereby record my presence at the 28th Annual General Meeting of the Company held on Tuesday, September 24th, 2019 at 11:00 A.M. at the registered office 13/1A, Government Place (East), Top Floor, Kolkata-700069.

Signature of the member / proxy

Note:

Shareholders / Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting. Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.



Route Map to the venue of the AGM