

**NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of **UNISHIRE URBAN INFRA LIMITED** will be held on Thursday, 24<sup>th</sup> September, 2020 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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>, 2020 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, M/s. Arun Jain & Associates, Chartered Accountants, ( Firm Registration No. 325867E) be and is hereby appointed as a Statutory Auditors of the Company in place of Mr. Sanjoy Saha, Chartered Accountants, (Membership No.312149) the retiring Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of 34<sup>th</sup> 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. Appointment of Mr. Akshay Kumar Jain (DIN: 08107242), as the Managing Director of the Company .

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Akshay Kumar Jain, who was appointed as an Additional Executive Director of the Company with effect from August 04., 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to the approval of the Members, as may be required, Mr. Akshay Kumar Jain, (DIN: 08814058) be and is hereby appointed as the Managing Director of the Company, to hold office for a period of three years with effect from September 24, 2020 to September 24, 2023, on the terms and conditions of appointment including payment of remuneration with effect from September 24, 2020 as below:

5. Resignation of Mr. Pratik Kirti Mehta (Din : 01386506) from the post of Managing Director of the Company.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

**RESOLVED THAT** resignation of Mr. Pratik Kirti Mehta from the post of Managing Director of the Company w.e.f September 24, 2020 be and is hereby taken note of. due to pre-occupation elsewhere, he is not able to devote his time to the affairs of the Company.

**RESOLVED FURTHER THAT** the Board places on record its appreciation for the assistance and guidance provided by Mr. Pratik Kirti Mehta, during his tenure as Managing Director of the Company.

**RESOLVED FURTHER THAT** any one Director and Company Secretary of the Company be and are hereby severally authorized to sign and file requisite e-forms with the Registrar of Companies, and do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

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

Harsh Jhunjhunwala  
Company Secretary

Membership No. : A59635

Place: Kolkata

Date: August 24, 2020

**NOTES:**

- a) In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 29th (Twenty Ninth) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue. In terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the the 29th (Twenty Ninth) AGM shall be deemed to be the Registered Office of the Company situated at “13/1A, Government Place (East), Top Floor, Kolkata-700 069”.
- b) Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 29th (Twenty Ninth) and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members of body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- c) Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- d) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at unishire\_urban@yahoo.com.
- e) Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their email addresses by writing to the Company’s RTA, Purva Sharegistry (India) Pvt. Ltd with subject line “Request to update email id” at support@purvashare.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.

- f) The Notice of AGM along with Annual Report for Financial Year 2019-20, is available on the website of the Company at [www.unishire.com](http://www.unishire.com), on the website of Stock Exchanges, i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- g) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [www.unishire.com](http://www.unishire.com) during the time of the AGM.
- h) 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.
- i) 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).
- j) 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.
- k) 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.
- l) 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, 2020 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.
- m) The Register of members and Share Transfer Books of the Company will remain closed from Friday, the 18th September, 2020 to Thursday , 24th September, 2020 (both days inclusive)
- n) 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..
- o) The Explanatory Statement pursuant to Section 102 of the Act in respect of business as set out in the Notice is annexed hereto.
- p) 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.
- q) 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.
- r) 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.

**DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**

In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s) and no physical copies will be dispatched to the Members. Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Purva Shareregistry (India) Pvt. Ltd, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).

**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 (FortyEight) hours of conclusion of the Meeting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised 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., Thursday, September 17, 2020 may obtain the login details in the manner as mentioned below.

**The instructions for Shareholders voting electronically are as under:**

- i. The voting period starts on **Monday, September 21st, 2020 at 9:00 a.m. (IST) and ends on Wednesday, September 23rd, 2020 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 **Thursday, September 17th, 2020**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders Should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.) <ul style="list-style-type: none"> <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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <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>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant < Unishire Urban Infra Limited> on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- xviii. 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.
- xix. **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.
- xx. 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.
- xxi. 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 at <https://us04web.zoom.us/j/75052644718?pwd=dHhWeVZjU2ZsZEVweUIQZ0VPTjNrdz09> by using their Zoom App. The Meeting ID: 750 5264 4718 Pass code: 8zyEmK. 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, 2020

Harsh Jhunjhunwala  
Company Secretary  
Membership No. : A59635



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

**Item No.3**

The Statutory Auditor, Mr Sanjoy Saha, Chartered Accountants, had expressed his unwillingness for continuing 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 M/s. Arun Jain & Associates, Chartered Accountants (Membership No. 053693) as the Statutory Auditors of the Company.

The Board of Directors has also considered and recommends by passing of the special resolution for appointing M/s. Arun Jain & Associates, Chartered Accountants, as Statutory Auditor in place of Mr. Sanjoy Saha, 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**

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 04, 2020, appointed Mr. Aksahay Kumar Jain as an Additional Executive Director of the Company with effect from August 04, 2020.

Mr. Aksahay Kumar Jain has an exceptional leadership track record, strong international exposure, deep strategic expertise, a unique ability to forge long-standing client relationships, and proven experience of driving transformation and managing technological disruption. The Board of Directors believe that Mr. Aksahay Kumar Jain is the right person to lead Unishire Urban Infra Limited in its next phase of growth.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Aksahay Kumar Jain shall hold office up to the date of the 29th AGM to be held on September 24, 2020 and shall be eligible for election subject to the approval of the Members at this AGM.

In accordance with the provisions of Section 152, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Aksahay Kumar Jain as the Managing Director of the Company with effect from September 24, 2020 to hold office for the consecutive three years till the financial year 2022-2023.

The terms and conditions of the appointment and remuneration payable to Mr. Aksahay Kumar Jain have been provided as part of the resolution at Item No. 4.

Additional information in respect of Mr. Aksahay Kumar Jain, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Aksahay Kumar Jain, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the special resolution in relation to appointment of Mr. Aksahay Kumar Jain as the Managing Director of the Company, as set out in Item No. 4 for approval of the Members..



**Item No.5**

Resignation of Mr. Pratik Kirti Mehta (Din: 01386506) from the post of Managing Director of the Company.

Due to pre-occupation and unavoidable circumstances, Pratik Kirti Mehta (Din: 01386506) he is not able to devote his time to the affairs and management of the Company and expressed his willingness to resign from the post of Managing Director and Chief Financial Officer of the Company.

The Chairman informed the shareholders that Mr. Pratik Kirti Mehta had placed his resignation letter dated August 24, 2020, His resignation be and is hereby accepted w.e.f September 24, 2020 from the post of Managing Director of the Company.

The Board recommends the special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

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

Place: Kolkata  
Date: August 24, 2020

Harsh Jhunjhunwala  
Company Secretary  
Membership No. : A59635

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. Akshay Kumar Jain	Mr. Vinay K Mehta
Date of Birth	03/01/1967	14/08/1987
Qualification	Bachelors degree from University of Calcutta.	Bachelors in Engineering (Electronics & Communication) from Visveshwaraiah, Technological University.
Date of Appointment	24/09/2020	19/08/2013
No of Shares held as on 31.03.2020	Nil	1619700
Expertise in Specific Functional area	Wide Managerial and administrative Experience.	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 2019-20	Nil	7
Other Listed Companies in which directorship held	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

*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.