

YURANUS INFRASTRUCTURE LIMITED
(Formerly Known As Pankhil Finlease Limited)

Annual General Meeting

Friday, 28th September, 2012

At

Registered Office of the Company

At
11:00 A.M.

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

Board of Directors

(As on 20.08.2012)

Shri Dinesh Desai

Chairman cum Managing Director

Shri Mayur Desai

Director

Shri Pankhil Desai

Director

Shri Atul Jayantilal Shah

Independent Director

Shri Rajendra Gandhi

Independent Director

Ms. Ashita Vishal Sharma

Independent Director

Bankers

Bank Of Baroda

Bodakdev Branch,

Ahmedabad

Auditors

M/S B.S.RAJPUT & ASSOCIATES

Chartered Accountants

511, Atma House,

Old R.B.I., Ashram Road,

Ahmedabad:380009

Registered Office

201, 2nd Floor, Maulik Arcade

Above Karnavati Pagarkha Bazar

Mansi Cross Road, Vastrpur

Ahmedabad-380 015

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DIRECTORS' REPORT

To,
The Members of
Yuranus Infrastructure Limited
(Formerly Known As Pankhil Finlease Limited)
Ahmedabad

The Directors hereby present the Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2012 which they trust, will meet with your approval.

<u>1. FINANCIAL RESULTS:</u>	Year Ended	Year Ended
	31.03.2012	31.03.2011
	<u>(₹ in Lacs)</u>	<u>(₹ in Lacs)</u>
Profit before Interest , Depreciation & Taxes	3.12	(1.61)
<u>Less :</u>		
Finance Cost	Nil	Nil
Depreciation	0.11	0.12
Current Tax Provision	0.20	Nil
Total	2.81	(1.74)
Exceptional Items	Nil	(2.43)
Net Profit after Tax	2.81	(4.17)

2. OPERATIONS:

The total revenue from receipt during the year have been ` 4.49 Lacs compared to ` Nil in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ` 3.12 Lacs (P.Y. ` (-1.61) Lacs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ` 2.81 Lacs as compared to Negative for the previous year.

3. DIVIDEND:

Looking to the inadequate profit, the Directors do not recommend any Dividend during the year.

4. FINANCE:

During the year the Company had not taken any loan

5. FIXED DEPOSITS:

The Company has not invited any deposits from the public during the year under review.

6. INSURANCE:

The properties of the Company stand adequately insured against risks of fire, strike, riot, earthquake, explosion and malicious damage.

7. DIRECTORS:

Mr. Atul Jayantilal Shah, Mr. Rajendra Gandhi and Ms. Ashita Vishal Sharma were appointed as additional directors of the Company on 07.08.2012 under section 260 of the Companies Act and they hold office upto the conclusion of the Annual General Meeting of the Company.

The resolution to continue their directorship will be placed in the ensuing Annual General Meeting for approval of members.

Retirement of Director by Rotation

Pursuant to provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Mayur Desai and Mr. Dinesh Desai, Director of your Company, liable to retire by rotation at the ensuing Annual General Meeting of your Company, and being eligible, have offered themselves for re-appointment.

8. SECRETARIAL COMPLIANCE REPORT:

As per the Companies (Amendment) Act 2000, every Company having paid up capital more than ` 10.00 Lacs but less than ` 500.00 Lacs will be required to get its Statutory Registers audited by the practicing Company Secretary and to obtain Secretarial Compliance Report. Since the paid up capital of the Company is more than `10.00 Lacs, the Statutory Registers are audited by Mr. Nirav Shah, practicing Company Secretary, whose Secretarial Compliance Report is attached herewith which is self explanatory.

Mr. Nirav Shah, Practicing Company Secretary who expresses his inability due to some other assignment and Mr. Punit Lath, Practicing Company Secretary is appointed by the Company to obtain Secretarial Compliance Report.

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that,

1. In the preparation of the Annual Accounts for the year ended on 31st March' 2012, the applicable accounting standards have been followed and there has been no material departure.
2. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts for the year ended on 31st March' 2012 on a going concern basis.

10. PARTICULARS OF EMPLOYEES:

The Company has no employee in the category specified under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

11. LISTING:

The Company's shares are currently listed on Ahmedabad, Vadodara and Pune Stock Exchange. The Company plans to list its entire securities on recognized stock exchange(s) which provides shareholders a nationwide trading facility and unrestricted, unhindered access to the investors to trade in the shares of the Company. Also the trading volume in Ahmedabad Stock Exchange, Vadodara Stock Exchange and Pune Stock Exchange is negligible. Hence, the Company has voluntarily applied for De-listing of its equity shares from Vadodara Stock Exchange and Pune Stock Exchange.

12. AUDITORS:

The present Statutory Auditors of the Company, M/s B. S. Rajput & Associates, Chartered Accountants, Ahmedabad, retire as Statutory Auditors at the conclusion of this Annual General Meeting. They are eligible for re-appointment and the Company had received a Certificate from them that their re-appointment, if made, would be within the limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such an appointment within the meaning of sub-sections (3) and (4) of Section 226 of the Companies Act, 1956. Their reappointment is recommended by the Board.

13. AUDITORS' REPORT

Notes to the accounts, as referred in the Auditor's Report, are self-explanatory and therefore do not call for any further comments and explanations.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as per Section 217 (1) (e) read with the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended on 31st March 2012.

A. Conservation of Energy:

The Company consumes minor power and hence no details are required to be disclosed.

B. Technology Absorption

NIL

C. Foreign Exchange Earning & Out Go:

Total Foreign Exchange Used	:	NIL
Total Foreign Exchange Earned	:	NIL

14. DEMATERIALISATION OF SHARES:

The ISIN for the equity shares is INE156M01017 As on 31st March, 2012 total 17,49,900 equity shares of the Company have been dematerialized. Members of the company are requested to dematerialize their shares.

15. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report.

16. MATERIAL CHANGES AND COMMITMENTS:

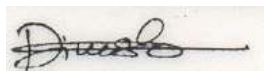
There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

17. APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every member of Yuranus Group.

FOR AND ON BEHALF OF THE BOARD



Dinesh Desai

Director

Date: 20.08.2012