

YURANUS INFRASTRUCTURE LIMITED

**20TH ANNUAL REPORT
2013-14**

YURANUS INFRASTRUCTURE LIMITED

20th Annual General Meeting

Monday, 29th September, 2014 at Registered Office of the company at 11.00 a.m.

Board of Directors

Dinesh Desai
(Managing Director)

Mayur Desai
(Executive Director)

Pankhil Desai
(Executive Director)

Rajendrakumar Gandhi
(Independent Director)

Atul Shah
(Independent Director)

Ms. Ashita Sharma
(Independent Director)

Auditors

Loonia & Associates,
Chartered Accountants
Ahmedabad.

Registered Office

2ND Floor, Maulik Arcade,
Above Karnavati Pagarkha Bazar,
Mansi Cross Road,
Vastrapur,
Ahmedabad - 380015.

CIN No.L45200GJ1994PLC021352

Tele No. +79-40082820/21
Email: info@yuranusinfra.com
Website: www.yuranusinfra.com

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 disturbed at the meeting.

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N O T I C E

NOTICE is hereby given that the **20th Annual General Meeting** of **YURANUS INFRASTRUCTURE LIMITED** will be held at the Registered Office of the Company at 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad on **Monday, 29th September, 2014** at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Balance Sheet as at **31st March, 2014** and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. Pankhil Dineshbhai Desai (DIN No. 02908540) who retires by rotation in terms of Section 152(6) and being eligible offers himself for re-appointment.
3. To appoint Director in place of Mr. Mayur Navinchandra Desai (DIN No. 01247040) who retires by rotation in terms of Section 152(6) and being eligible offers himself for re-appointment.
4. To appoint the Auditor and to fix their remuneration in this regards pass with or without modifications the following resolution as an Ordinary Resolution.

“RESOLVED THAT , M/s Loonia & Associates, (Membership No. 135424), Chartered Accountant, shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting (after commencement of the Companies Act,2013), subject to ratification by the Shareholder annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditor plus applicable Service Tax and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of Audit.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the

Companies Act, 2013, Ms. Ashita Vishal Sharma, (DIN:06496379) Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Atul Jayantilal Shah, (DIN:06492361) Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Shri Rajendra Kumar Shantilal Gandhi, (DIN:06492333) Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

BY ORDER OF THE BOARD

For, YURANUS INFRASTRUCTURE LIMITED

PLACE: AHMEDABAD

DATE: 01.09.2014

**[DINESH DESAI]
MANAGING DIRECTOR**

NOTES:

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. A proxy in order to be effective must be received by the company at its registered office not less than 48 hours before the time scheduled for holding the Meeting.
- 2) Brief Resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorship and membership and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.
- 3) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
- 4) Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 5) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Registrar.
- 6) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
- 7) The Register of Members and the Share Transfer Books of the Company will remain closed from **26.09.2014 to 29.09.2014** (both days inclusive).
- 8) **Voting through electronic means:** 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 pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for e-voting are as under:**(A) In case a Member receives an email from NSDL/ CDSL for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- (i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on “shareholders” tab to cast your votes.
- (iv) Now select the Electronic Voting Sequence Number – “EVSN” along with “COMPANY NAME” (Gujarat Bitumen Limited) from the drop down menu and click on “SUBMIT”.
- (v) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL – 8 characters of DP ID followed by 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio.	
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.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use - the First 2 alphabets from First Holder Name filed + 8 characters from right of BOID/ Folio Number (If the BOID / Folio Number is shorter than 8 characters then the system will insert “0” (zero) to fulfill the 10 character

requirements.) in the PAN field. No special characters will be taken from the name.

Please enter any one of the details in order to login. If the Date of Birth & Bank Account Details both are left blank then the system will record BOID / FOLIO NO. in the Bank Account Details

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % &*). 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 NSDL / CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.
- (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm you vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” you vote on the resolution, you will not be allowed to modify your vote.

- (B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)
- (i) Please follow all steps from Sr.No. (ii) To (vi) and then Sl. No. (viii) To Sr. No. (xii) Above to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 19th September, 2014 (9.00 a.m.) and ends on 20th September, 2014 (6.00 p.m.) During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdsl.india.com.
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23th September, 2014.
- (G) Mr. Punit S. Lath, Practicing Company Secretary, (COP-11139), (Membership No.- 26238) (Address: A/802, Perna Viraj – II, Opp. Chandan Farm, Jodhpur Gaam, Satellite, Ahmedabad – 380015) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- (I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website www.yuranusinfra.com.
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (K) This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India and Clause 35B of the listing agreement with stock exchanges.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5, 6 & 7

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Ms. Ashita Vishal Sharma, Shri Atul Jayantilal Shah and Shri RajendraKumar Shantilal Gandhi as Independent Directors of the Company up to 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors. Brief profiles along with other details of the Independent Directors are as follows:

Name of the Director	Ms. Ashita V. Sharma	Shri Atul J. Shah	Shri Rajendrakumar S. Gandhi
Date of Birth	06/07/1980	25/12/1955	07/11/1959
Date of joining the Board of Director of the Company	07.08.2012	07.08.2012	07.08.2012
Director Identification No.	06496379	06492361	06492333
Educational qualification	B.Com	B.com	H.S.C.
Number of Shares held in the Company	Nil	Nil	Nil
Directorship in other Companies and committees	Nil	Nil	Nil
Specific Functional Areas	She is having immense knowledge of more than 7 years in the field of	Mr. Atul J. Shah is currently doing his business. He is having more than 10 years of	Shri Rajendra Shah is currently doing job. He is having overall knowledge and

	education sector. Currently she is doing job in the same sector.	knowledge in his field.	experience of more than 15 years.
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The Board of Directors believes that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Ms. Ashita V. Sharma , Shri Atul J. Shah and Shri Rajendrakumar S. Gandhi as Independent Directors of the Company for the approval of the shareholders at the ensuing Annual General Meeting. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 5, 6 and 7 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.