

YURANUS INFRASTRUCTURE LIMITED

**23rd ANNUAL REPORT
2016-17**

Annual General Meeting

Thursday, 29th September, 2017

At

2nd Floor, Maulik Arcade,
Above Karnavati Pagarkha Bazar
Mansi Cross Road, Vastrapur,
Ahmedabad-380 015

At

04:00 P.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.

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
Ahmedabad

Board of Directors**Mohit Desai**

Managing Director

Rajendrakumar Gandhi

Independent Director

Atul Shah

Independent Director

Ms. Ashita Sharma

Independent Director

Auditors

M/s. Loonia & Associates
218, New Cloth Market,
Opp. Raipur Gate,
Ahmedabad 380 002

Registered Office

201, 2nd Floor, Maulik Arcade,
Above Karnavati Pagarkha Bazar
Mansi Cross Road, Vastrapur,
Ahmedabad-380 015
Tel : +91-79-40082820/21
Email : info@yuranusinfra.com
Website : www.yuranusinfra.com
CIN : L45200GJ1994PLC021352

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 04.00 P.M. on Friday, 29th day of September, 2017 at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastapur, Ahmedabad - 380 015 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Balance Sheet as at 31st March, 2017, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Loonia & Associates, (Membership No. 135424), as Auditors of the Company, by resolution passed at the 20th Annual General Meeting of the Company, to hold office from the conclusion of the 20th Annual General Meeting until the conclusion of the 24th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of the 24th Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

Special Business:**3. Appointment of Mr. Mohit Dinesh Desai as Director of the Company:**

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

“RESOLVED THAT, pursuant to Section 149 and 152 read with and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), including any Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Mohit Dinesh Desai, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd, September, 2017 and who holds office till the date of the AGM, 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 under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mohit Desai as a candidate for the office of a director of the Company, be and is hereby appointed as Executive Director of the Company, whose term of office shall not be liable to be determined to retire by rotation as per Companies Act, 2013 and Article of Association of the Company.”

4. Appointment of Mr. Mohit Dinesh Desai as a Managing Director of the Company:

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of

Mr. Mohit Dinesh Desai, as Managing Director of the Company with effect from 03rd September, 2017 for a period of 5 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mohit Dinesh Desai.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Mohit Dinesh Desai, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By order of the Board of Directors

Place: Ahmedabad

Date: 02.09.2017

Mohit Desai
(Managing Director)

Notes:

1. A statement giving the relevant details of the directors seeking re-appointment under Item No. 2 of the accompanying Notice, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. 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 at the Meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent or Company.
9. Members are requested to notify the change of address, if any, to the Company.
10. Members are requested to d-materialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE156M01017.
11. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d-mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
12. The route map showing direction to reach the venue of the 23rd AGM is annexed to the notice.

Voting Through Electronic Means:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Yuranus Infrastructure Limited (“the Company”) is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Twenty Second Annual General Meeting (“AGM”) scheduled to be held on Friday, September 29, 2017, at 04.00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link www.evotingindia.com
- The voting period begins at 09.00 a.m. IST on Tuesday September 26th, 2017 and ends at 5.00 p.m. IST on Thursday September 28th, 2017. During this period, Members of the Company, holding shares either in physical form or in d-materialized form (as on the cut-off date which is Friday September 22nd, 2017), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on Thursday September 28th, 2017.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday September 22nd, 2017.
- A person, whose name is 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. Friday September 22nd, 2017 only shall be entitled to avail the facility of remote e-voting
- The Company has appointed Niki Patawari And Associates, Practicing Company Secretaries, Ahmedabad, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 day of conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.yuranusinfra.com and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

Specific Instructions and process to be followed for e-voting:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on the “Shareholders” tab
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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 d-mat 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.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in D-mat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence 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. Eg. 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 d-mat account or in the company records for the said d-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat 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 d-mat 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 <Company Name> 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 D-mat account holder has forgotten the same 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 Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

**Place: Ahmedabad
Date: 02.09.2017**

**Mohit Desai
(Managing Director)**

Explanatory Statement under Section 102 of the Companies Act, 2013:**Item No. 3 & 4**

Mr. Mohit Dinesh Desai, Executive Director on the Board of the Company, was appointed as an Additional Director of the Company on 02nd September, 2017. His term of office will conclude on the date of the ensuing Annual General Meeting. The Board of Directors in his meeting held on 02.09.2017, subject to approval of the members of the Company, approved the appointment of Mr. Mohit Dinesh Desai as Managing Director the Company. Mr. Mohit Dinesh Desai, has an overall experience of around 5 years in the field of Education and Textile sector. Apart from Yuranus Infrastructure Limited, Mr. Mohit Dinesh Desai is no where Director in any other Companies.

A declaration has been submitted by him that he is not disqualified to become a Director as provided in Section 152(5) of the Act and that he is eligible for appointment. Mr. Mohit Dinesh Desai hold **9,000** equity shares each in the Company.

The Board recommends the Resolution as set out at Item No. 3 & 4 of the notice for approval of the Members of the Company.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Mr. Mohit Dinesh Desai in his capacity of being a Director, is concerned or interested, whether financially or otherwise, in this Resolution.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under.**I. General Information:**

(1)	Nature of Industry	Textile & Education Service Provider Sector
(2)	Date or expected date of commencement of Commercial Production	Company is already in trading concern
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	The Company has made a net profit of Rs. 2,27,040 for the financial year ended 31 st March, 2017.
(5)	Foreign Investment or collaborations, if any	Not Applicable

II. Information about the appointee:

(1)	Background details	Mr. Mohit Dinesh Desai has an overall experience of around 5 years in the field of Education & Textile Sector.
(2)	Past Remuneration	NA
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	Job requires strong knowledge and experience of business and Mr. Mohit Dinesh Desai have expanded knowledge.
(5)	Proposed Remuneration	As decided by Board of Directors
(6)	Comparative remuneration profile with respect industry, size of the company,	Well within Industry Norms

	profile of the position and person	
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel, if any.	Not Applicable

III. Other Information:

(1)	Reasons of loss or inadequate profits	NA
(2)	Step taken or proposed to be taken for improvement	The Company has been earning profit in the past consistently and we expect to do well in future.
(3)	Expected increases in productivity and profits in measurable terms	The Company has earned the profit

IV. Additional information to be given to the members in terms of Secretarial Standard-2 is as under:

(1)	Age	32 years
(2)	Date of first appointment	02 nd September, 2017
(3)	Shareholding in the Company	9,000 equity shares
(4)	Number of Board meeting attended during the year 2016-17.	Nil
(5)	Other Directorships/membership of committee	NIL

ANNEXURE TO ITEM NO. 2 OF THE NOTICE**Details of Director seeking re-appointment at the Forth coming Annual General Meeting****[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015
("SEBI Listing Regulations")]**

Name of the Director	Mr. Mohit Dinesh Desai
DIN	03089420
Date of Birth	06/02/1985
Nationality	Indian
Date of Appointment	02 nd September, 2017
Qualification	B.com
Shareholding in the Company as on 31 st March, 2017	9,000 Equity Shares
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Membership / Chairmanship of audit and Stakeholder's Relationship Committee in the Company	NIL

By order of the Board of Directors**Date: 02.09.2017
Place: Ahmedabad****Mohit Desai
(Managing Director)**