

YURANUS INFRASTRUCTURE LIMITED

**21ST ANNUAL REPORT
2014-15**

Annual General Meeting
Wednesday, 30th September, 2015

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

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.

Registrar and Share Transfer Agent
Link Intime India Pvt. Ltd.
Ahmedabad

Board of Directors

Dinesh Desai
Managing Director

Pankhil Desai
Executive 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

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 21st Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 11.00 A.M. on Wednesday, 30th day of September, 2015 at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 the Balance Sheet as at that date and reports of the Director and the auditor thereon and other documents attached or annexed thereto.
2. To Re-appoint Mr. Dinesh Navinchandra Desai, Director of the Company (DIN: 01247066), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, himself for Re-appointment.
3. 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 21st 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

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

“RESOLVED THAT pursuant to provision of Section 204, 143 of the Companies Act, 2013 Punit S. Lath, Practicing Company Secretary, Ahmedabad be and is hereby appointed as Secretarial Auditor for the purpose of Secretarial Audit in terms of the provisions of the Companies Act, 2013 office from the conclusion of this meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.”

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Mansi Cross Road, Vastrapur,
Ahmedabad-380 015
2nd Floor, Maulik Arcade,

By order of the Board of Directors

Dinesh Desai
(Managing Director)

NOTES:**A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

The proxy from duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies.

B. The relative Explanatory Statement , pursuant to section 102 (2) of the Companies Act , 2013 in respect of the special business under item no. 4 is annexed hereto

C. Pursuant to the provision of Section 91 of the Companies Act , 2013 the registered of members and share transfer books of the Company will remain close from 26th September, 2015 to 30th September, 2015 (both the days inclusive).

D. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory register shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the Annual General Meeting.

E. The Notice of the 21st Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories) whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) **on 28th August, 2015**. Members may also note that the notice of the 21st AGM and the Annual Report 2014-15 will be available on the Company's website www.yuranusinfra.com

F. Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their requests in Form 2B (specimen available on request) to the Registered office of the Company.

G. **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, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 21st 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 shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2015 9.00 a.m. and ends on 29th September, 2015 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2015 may cast their vote 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.
- (iii) Click on Shareholders.
- (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 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 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)
 - 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 last 8 digits of the d-mat account / folio no. in the PAN Field.
 - In case the folio 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 Manish Kumar with folio number 1 then enter MA00000001 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: - 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.
 - 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 as mentioned in instruction (iv).
- (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> i.e. **Yuranus Infrastructure 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 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) Note for Non – Individual Shareholders and Custodians
- Non-Individual 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - 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.
- (xix) 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@cdslindia.com.
- (J) Mr. Punit S. Lath, Practicing Company Secretary, (COP-11139), (Membership No.- 26238) (Address: A/802, Prerna 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.
- (K) 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.
- (L) 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. It will also be submitted to Central Depository Services Limited with a request to display on their website.
- (M) 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.

- (N) 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 4

Pursuant to the provision of Section 204, 143 and other applicable provision of the Companies Act, 2013 and the rules made there under, if any it is necessary to appoint the Secretarial Audit to conduct the Secretarial audit required in terms of the Companies Act, 2013 and the rules made thereunder. It is proposed to appoint Mr. Punit S. Lath, Practicing Company Secretary to conduct Secretarial audit for the financial year 2015 – 2016. Since the appointment of the secretarial auditor requires approval of the members in general meeting, members are requested to appoint Mr. Punit S. Lath, Practicing Company Secretary, Ahmedabad on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.

The Board of Directors recommends the passing of the resolution set out in the notice. None of the Directors of the Company in anyway are interested or concerned in this resolution.

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By order of the Board of Directors

Dinesh Desai
(Managing Director)

DIRECTORS' REPORT

**To,
The Members of
Yuranus Infrastructure Limited
Ahmedabad**

The Directors hereby present the 21st Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2015 which they trust, will meet with your approval.

1. FINANCIAL RESULTS:	Year Ended	Year Ended
	31.03.2015	31.03.2014
Profit before Interest , Depreciation & Taxes	3,00,725	2,82,857
Less :		
Finance Cost	622	1,141
Depreciation	7,470	8,119
Current Tax Provision	88,000	45,500
Deferred Tax Provision	Nil	Nil
Total	96,092	54,760
Net Profit/ (loss) After Tax	2,04,633	2,28,097
Add: Balance of profit/(loss) brought forward from previous year	(16,553,032)	(16,781,129)
	-----	-----
Balance carried to Balance Sheet	(1,63,48,399)	(1,65,53,032)
	=====	=====

2. OPERATIONS:

The total sales and other income during the year have been ₹ 841,417 compared to ₹ 893,871 in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ₹ 3,00,725 (P.Y. ₹ 2,82,857) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ₹ 2,04,633 (P.Y. ₹ 2,28,097).

3. DIVIDEND:

The Directors regret their inability to recommend any dividend for the year in order to conserve the resources of the Company.

4. FINANCE:

During the year, the Company have not taken any Term Loan nor any outstanding term loan was there.

5. DISCLOSURE UNDER RULE 8 (5) OF COMPANIES (ACCOUNTS) RULES, 2014 :**Change in Nature of Company Business:**

The Company is engaged in the real estate and infrastructure sector. There is no change in nature of Company Business.

Details of Directors / Key Managerial Personnel Appointed / Resigned:

In terms of provision of Section 152 (6) of the Companies Act, 2013 Mr. Dinesh Desai retires by rotation and being eligible offers himself for reappointment.

Further, in compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Ashita Vishal Sharma, Mr. Atul Jayantilal Shah and Mr. Rajendra Kumar Shantilal Gandhi were appointed at the annual general meeting of the Company held on 29th September, 2014 to hold office up to 5 (five) consecutive years upto 31st March, 2019.

During the year under the review, no Directors / Key Managerial Personnel have resigned. However, Mr. Mayur Desai has been resigned as Directorship w.e.f 22nd July, 2015.

Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies:

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies.

Deposit :

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

Details of Significant and Material Orders passed by Regulators or Courts or Tribunals:

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

Internal Financial Controls:

The Company has adequate internal financial controls to support the preparation of the financial statements.

6. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under the provisions of Section 134 of the Act, your Directors report that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments 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 profits of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

7. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. LISTING:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited. The Company is regular in payment of listing fees. The Company has paid the listing fees for the year 2015 – 2016.

9. AUDITORS AND AUDITORS REPORT:

The Auditors M/s. Loonia & Associates, Chartered Accountants, Ahmedabad hold office until the conclusion of the ensuing Annual General Meeting and have expressed their willingness to be reappointed. The Company has received a letter from a member of the Company proposing the name of M/s. Loonia & Associates, Chartered Accountants as a Statutory Auditor of the Company. Members of the Company at the 20th Annual General Meeting of the Company have appointed M/s. Loonia & Associates, Chartered Accountants as auditors of the Company upto 24th Annual General Meeting of the Company. In accordance with the provision of Section 139 of the Companies Act, 2013 members are requested to ratify the appointment of the auditors for the balance term to hold office from the conclusion of the 21st 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

The Company has received a certificate from the Auditors to the effect that their appointment if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013.

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments.

There is no qualification, reservation or adverse remarks made in the statutory auditors report

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**A. Conservation of Energy :**

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

B. Research & Development:

The Company has no specific Research & Development Department.

C. Foreign Exchange Earnings and Expenditure:

Nil

11. DEMATERIALIZATION OF SHARES:

The ISIN for the equity shares is INE156M01017. As on 31st March, 2015 total 26,08,700 equity shares of the Company have been dematerialized. Members of the Company are requested to dematerialize their shares.

12. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with BSE Limited (Bombay Stock Exchange Limited), Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report as **"Annexure I & II"**