

# **YURANUS INFRASTRUCTURE LIMITED**

**22<sup>nd</sup> ANNUAL REPORT  
2015-16**

**Annual General Meeting**

Thursday, 29<sup>th</sup> September, 2016

**At**

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

**At**

02:00 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****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**

201, 2<sup>nd</sup> Floor, Maulik Arcade,  
Above Karnavati Pagarkha Bazar  
Mansi Cross Road, Vastrapur,  
Ahmedabad-380 015  
Tel : +79-40082820/21  
Email : [info@yuranusinfra.com](mailto:info@yuranusinfra.com)  
Website : [www.yuranusinfra.com](http://www.yuranusinfra.com)  
CIN : L45200GJ1994PLC021352

**Contents**

Notice  
Directors' Report  
Management Discussion And Analysis  
Report On Corporate Governace  
Independent Auditors Report  
Financial Statements  
Schedule Forming Part Of Financial Statements  
Proxy Form

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 02.00 P.M. on Thursday, 29<sup>th</sup> day of September, 2016 at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2016, 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 Re-appoint Mr. Pankhil Dinesh Desai, Director of the Company ( DIN: 02908540), 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 20<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 20<sup>th</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> 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.”

**Registered Office:**  
**201, 2<sup>nd</sup> Floor, Maulik Arcade,**  
**Above Karnavati Pagarkha Bazar**  
**Mansi Cross Road, Vastrapur,**  
**Ahmedabad-380 015**

**By order of the Board of Directors**

**Dinesh 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 Friday, 23<sup>rd</sup> September, 2016 to Thursday, 29<sup>th</sup> September, 2016 (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 d-materialization 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 22<sup>nd</sup> 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 Thursday, September 29, 2016, at 02.00 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](http://www.evotingindia.com)
- The voting period begins at 09.00 A.M. IST on Monday September 26<sup>th</sup>, 2016 and ends at 5.00 p.m. IST on Wednesday September 28<sup>th</sup>, 2016. 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 23<sup>rd</sup>, 2016), 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 Wednesday September 28<sup>th</sup>, 2016.
- 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 23, 2016.
- 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 23<sup>rd</sup>, 2016 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](http://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](http://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](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 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"> <li>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.</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. Eg. 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 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 on or after 30th June 2016. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office:**  
**201,2<sup>nd</sup> Floor, Maulik Arcade,**  
**Above Karnavati Pagarkha Bazar**  
**Mansi Cross Road,Vastrapur,**  
**Ahmedabad-380 015**

**By order of the Board of Directors**

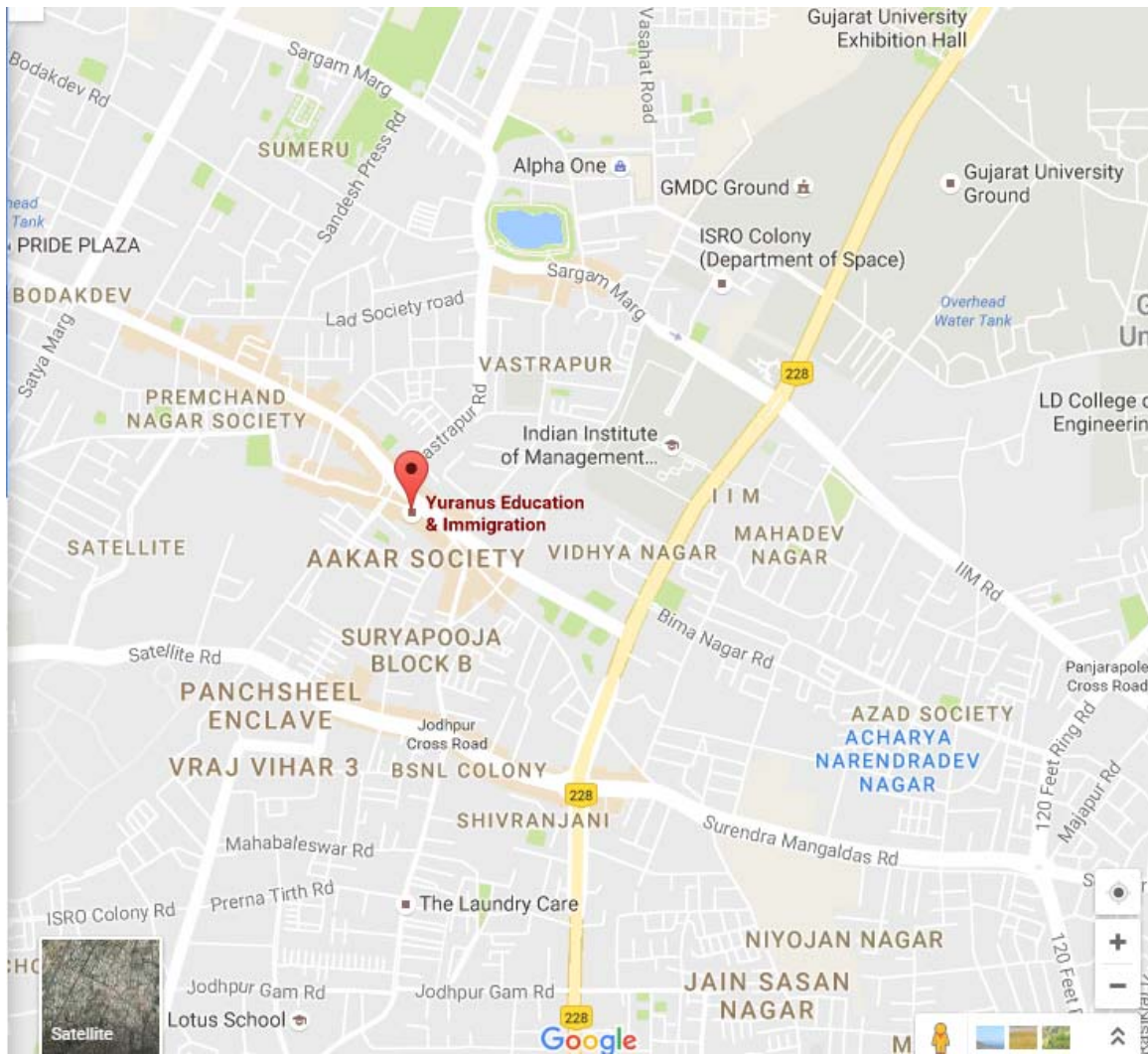
**Dinesh Desai**  
**(Managing Director)**

**Date: 13.08.2016**  
**Place: Ahmedabad**

**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. Pankhil Dineshbhai Desai
DIN	02908540
Date of Birth	12 <sup>th</sup> April, 1987
Nationality	Indian
Date of Appointment	12 <sup>th</sup> December, 2009
Qualification	P.G.D.M
Shareholding in the Company as on 31 <sup>st</sup> March, 2016	9,100 Equity Shares
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	1. Mercury Metals Limited 2. Shree Metalloys Limited 3. Pankhil Construction Limited 4. Vansh Furnishings Private Limited
Membership / Chairmanship of audit and Stakeholder's Relationship Committee in the Company	Audit Committee - Member



**ROUTE MAP TO THE VENUE OF AGM****Yuranus Infrastructure Limited**

201, 2<sup>nd</sup> Floor, Maulik Arcade,  
Above Karnavati Pagarkha Bazar,  
Mansi Cross Road, Vastrapur,  
Ahmedabad- 380015

**By order of the Board of Directors**

**Date: 13.08.2016**  
**Place: Ahmedabad**

**Dinesh Desai**  
**(Managing Director)**

**DIRECTORS' REPORT**

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

The Directors hereby present the 22<sup>nd</sup> Annual Report together with Audited Statement of Accounts for the year ended on 31<sup>st</sup> March' 2016 which they trust, will meet with your approval.

<b>1. FINANCIAL RESULTS:</b>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
Profit before Interest , Depreciation & Taxes	<b>2,97,430</b>	3,00,725
<b>Less :</b>		
Finance Cost	<b>6917</b>	622
Depreciation	<b>5,006</b>	7,470
Current Tax Provision	<b>72,000</b>	88,000
Deferred Tax Provision	<b>Nil</b>	Nil
<b>Total</b>	<b>83,923</b>	96,092
<b>Net Profit/ (loss) After Tax</b>	<b>2,13,507</b>	2,04,633
Add: Balance of profit/(loss) brought forward from previous year	<b>(1,63,48,399)</b>	(1,65,53,032)
	-----	-----
Balance carried to Balance Sheet	<b>(1,61,34,892)</b>	(1,63,48,399)
	=====	=====

**2. OPERATIONS:**

The total sales and other income during the year have been ₹ 12,30,145 compared to ₹ 841,417 in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ₹ 2,97,430 (P.Y. ₹ 3,00,725) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ₹ 2,13,507 (P.Y. ₹ 2,04,633).

**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 has not taken any Term Loan nor was any outstanding term loan 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. Pankhil Dinesh Desai retires by rotation and being eligible offers himself for reappointment.

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

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