

YURANUS INFRASTRUCTURE LIMITED

25th ANNUAL REPORT

2018-19

Annual General MeetingMonday, 30th September, 2019**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**Mohit Desai**

Managing Director

Rajendrakumar Gandhi

Independent Director

Atul Shah

Independent Director

Ms. Ashita Sharma

Independent Director

Ms. Nisha Desai

Additional Director

Auditors

M/s. Mistry & Shah,
Chartered Accountants,
8-10 Bhavani Chambers,
Nr. Times of India,
Ashram Road,
Navrangpura, Ahmedabad
380 009

Registered Office

201, 2nd Floor, Maulik Arcade,
Above Karnavati Pagarkha Bazar
Mansi Cross Road, Vastrapur,
Ahmedabad-380 015

Tel: +79-26733353

Email: info@yuranusinfra.comWebsite: www.yuranusinfra.com

CIN: L74110GJ1994PLC021352

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 11.00 A.M. on Monday, 30th day of September, 2019 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, 2019, Profit & Loss Account and Cash Flow Statement of the Company for the financial year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mohit Dinesh Desai (DIN: 03089420), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Mistry & Shah, Chartered Accountants (Firm Registration No. 122702W) as Auditors to hold office from the conclusion of the Twenty Fifth Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

4. Regularisation of Additional Director, Ms. Nisha Mohit Desai, by appointing her as Director of the Company:

“**RESOLVED THAT** Ms. Nisha Mohit Desai, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 20th March, 2019, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

By order of the Board of Directors

Place: Ahmedabad
Date: 30.05.2019

Mohit 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/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.

2. 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.
3. 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.
4. Members holding shares in physical form are requested to advise any change of communication address immediately to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 506 -508, 5th Floor, Near St. Xavier's College Corner, Opp. Wagh Bakri Tea Lounge, off. C. G. Road, Ellisbridge, Ahmedabad – 380006.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
6. The register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personal and their share holding maintained under Section 170 of the Companies Act, 2013 read with Rules made there under would be available for inspection by the Members at the Registered Office of the Company on working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. to 04:00 P.M up to the date of the Annual General Meeting.
7. Members are requested to bring their copies of the company's annual report and accounts for the financial year ended 31st March, 2019. Members are also requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
8. 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.
9. 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 of 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 24th Annual General Meeting is given as a part of this Annual Report as per the requirements of the Secretarial Standard-2 on "General Meetings".
13. Queries on the Accounts and Operations of the Company, if any, may be sent to the company at its registered office at least seven days in advance of the meeting with attention marked to Managing Director.

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 Fifth Annual General Meeting (“AGM”) scheduled to be held on Monday, September 30, 2019, at 11.00 A.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 Friday, September 27th, 2019 and ends at 5.00 p.m. IST on Sunday September 29th, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is Monday, September 23rd, 2019), 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 Sunday September 29th, 2019.
- 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. Monday, September 23rd, 2019.
- 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. Monday, September 23rd, 2019 only shall be entitled to avail the facility of remote e-voting
- The Company has appointed M/s. Amrish Gandhi & Associates, (Failing him CS Samasad Alam Khan) 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.
- In case of any other queries, members may contact the Managing Director at the registered office of the company.

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 Corporate.
- 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.
- 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.

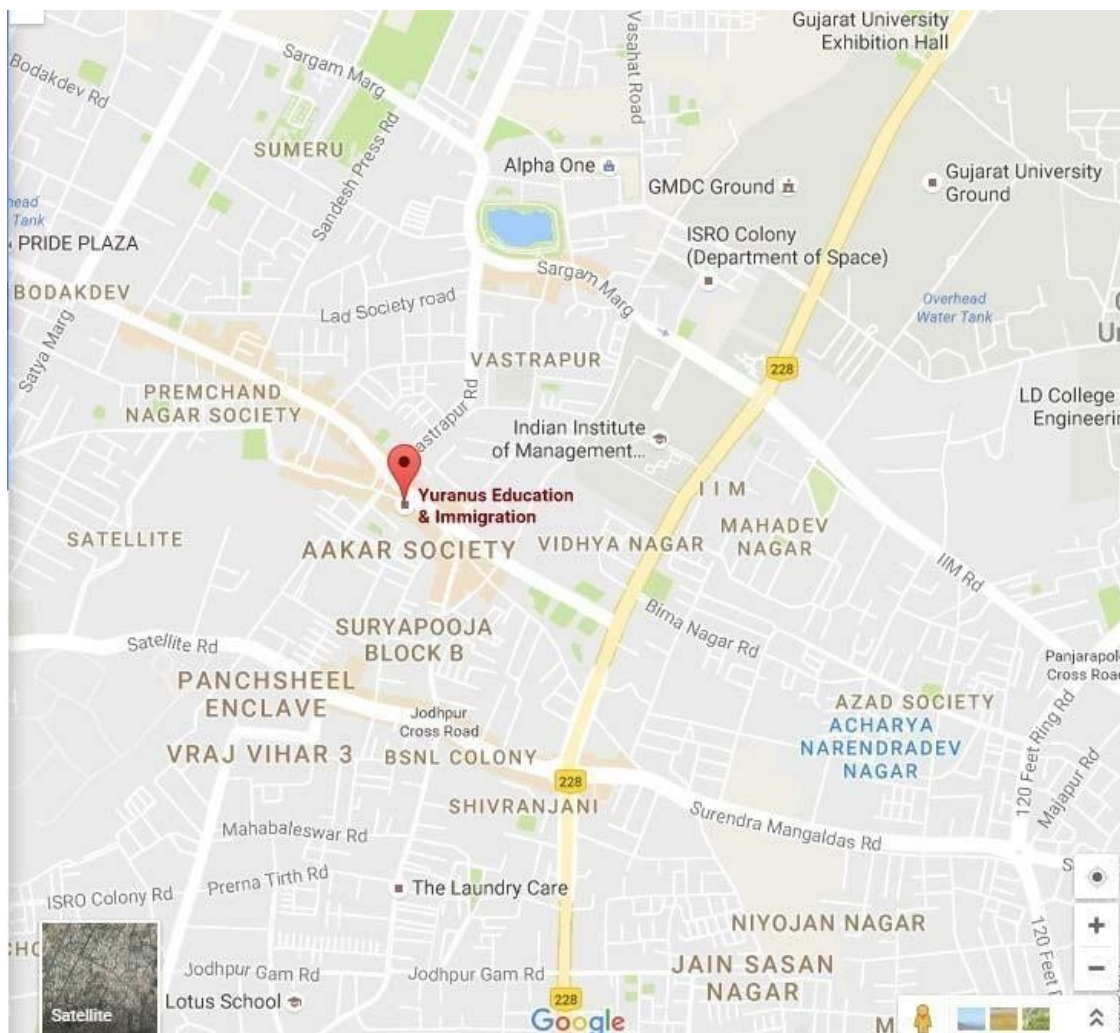
By order of the Board of Directors

Place: Ahmedabad

Date: 30.05.2019

Mohit Desai

(Managing Director)

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

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

DIRECTORS' REPORT

To,
The Members of
Yuranus Infrastructure Limited
Ahmedabad.

The Directors take pleasure in presenting the 25th Annual Report together with Audited accounts of the Company for the year ended on 31st March, 2019 which they trust, will meet with your approval.

(Amount in Lakhs)

1. <u>Financial Results:</u>	Year Ended	Year Ended
	31.03.2018	31.03.2019
Profit before Interest , Depreciation & Taxes	7.00	6.83
<u>Less :</u>		
Finance Cost	0.05	0.02
Depreciation	0.04	0.04
Current Tax Provision	1.74	1.76
Deferred Tax Provision	Nil	Nil
Net Profit/ (loss) After Tax	5.23	5.02

The financials of the company are required to be prepared under IND AS, a new set of Accounting Standards. The financials for the previous financial year have also been restated in line with the requirements of IND AS.

Accordingly, the figures may not be comparable with the financials prepared under the then prevailing Accounting standards.

2. Operations:

The total sales and other income during the year have been Rs. 96.16 Lakhs compared to Rs.21.43 Lakhs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 6.83 Lakhs (P.Y. Rs. 7.00 Lakhs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs. 5.02 Lakhs (P.Y. Rs. 5.23 Lakhs).

3. Dividend:

In order to conserve and plough back the resources, your directors have not recommended any dividend for the year on equity shares of the Company.

4. Finance:

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

5. Share capital:-

The paid up equity share capital as at 31st March, 2019 is stood at Rs. 3,50,00,000/-

6. Listing:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited with scrip code No. 536846.

7. Disclosure Under Rule 8 (5) Of Companies (Accounts) Rules, 2014:**Change in Nature of Company Business:**

During the year under review, the business of the company has not been changed.

Details of Directors / Key Managerial Personnel Appointed / Resigned:

During the year under review, Mrs. NISHA MOHIT DESAI had been appointed as an Additional Director of the Company w.e.f 20th March, 2019.

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 Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including the adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

Vigil Mechanism:

The Company has set up a whistleblower policy which can be viewed on the Company's website www.yuranusinfra.com. In terms of the said policy the Directors and employees are given direct access to the Managing Director as well as Chairman of the Audit Committee to report on alleged wrongdoings. The said policy has been made available at the Registered Office of the Company at conspicuous places to enable the employees to report concerns, if any, directly to the Managing Director as well as Chairman of the Audit Committee. Employees who join the Company newly are apprised of the availability of the said policy as a part of their induction schedule. The above is in compliance of Section 177 (9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.