

Yuranus Infrastructure Limited
Annual Report for FY 2022-2023

Corporate Information

Board Of Directors:

Mr. Mohit Dineshbhai Desai Chairman & Managing Director (Upto May 11, 2023)	Mr. Nitinbhai Govindbhai Patel Additional Director (W.e.f. May 08, 2023)
Mr. Pankhil Dineshbhai Desai Executive Director (Upto May 11, 2023)	Mr. Kushal Nitinbhai Patel Additional Director (W.e.f. May 08, 2023)
Mrs. Nisha Mohit Desai Executive Director (Upto May 11, 2023)	Mrs. Rashmi Kamlesh Otavani Additional Independent Director (W.e.f. May 08, 2023)
Mr. Rajendrakumar Shantilal Gandhi Independent Director (Upto May 11, 2023)	Mr. Kunjal Jayantkumar Additional Independent Director (W.e.f. May 08, 2023)
Mr. Atul Jayantilal Shah Independent Director (Upto May 11, 2023)	Mr. Vinod Kanubhai Rana Additional Independent Director (W.e.f. May 08, 2023)

COMMITTEES OF THE COMPANY

Audit Committee	Stakeholder's Committee	Relationship	Nomination & Remuneration Committee
Mr. Atul Jayantilal Shah Chairperson	Mr. Atul Jayantilal Shah Chairperson		Mr. Atul Jayantilal Shah Chairperson
Mr. Mohit Dineshbhai Desai Member	Mr. Rajendrakumar Shantilal Gandhi Member		Mr. Rajendrakumar Shantilal Gandhi Member
Mr. Rajendrakumar Shantilal Gandhi Member	Mrs. Nisha Mohit Desai Member		

RECONSTITUTION OF COMMITTEES ON MAY 08, 2023

Audit Committee	Stakeholder's Committee	Relationship	Nomination & Remuneration Committee
Mr. Kunjal Jayantkumar Soni Chairperson	Mr. Vinod Kanubhai Rana Chairperson		Mr. Vinod Kanubhai Rana Chairperson
Mr. Kushal Nitinbhai Patel Member	Mr. Rashmi Kamlesh Otavani Member		Mr. Kunjal Jayantkumar Soni Member
Mr. Vinod Kanubhai Rana Member	Mr. Kunjal Jayantkumar Soni Member		Mr. Rashmi Kamlesh Otavani Member

Key Managerial Personnel

Mr. Maulik Arunbhai Shah - CFO (Upto May 11, 2023)	Ms. Riddhi Nareshkumar Shah Company Secretary (Upto May 11, 2023)	Mr. Anant Bharatbhai Bhatt Company Secretary (W.e.f. August 28, 2023)
		Mr. Harsh Alpeshkumar Desai CFO (w.e.f. August 02, 2023)

**Registered Office:**

201, 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar,
Mansi Cross Road, Vastrapur Ahmedabad - 380015, Gujarat, India
(Upto June 23, 2023)

8th Floor, Office No. 810, One World West, Near Bopal Approach, SP
Ring Road, Iscon - Ambali Road, Bopal, Ahmedabad - 380058,
Gujarat, India.
(w.e.f. June 24, 2023)

**Investor Information****Website of the Company:**

www.yuranusinfra.com

Investor Services Email Id:

info@yuranusinfra.com

**Statutory Auditor****Mistry & Shah LLP**

Chartered Accountant

8-10, Bhavani Chambers, Nr. Times of
India, Ashram Road, Navarangpura,
Ahmedabad - 380009

Mail ID: info@mistryandshah.com

**Internal Auditor****M/s AJBP and Associates,**

Chartered Accountants

Ahmedabad

**Secretarial Auditor**

Payal Dhamecha

**Registrar & Share Transfer Agent****Link Intime India Private Limited**

5th Floor, 506 to 508, Amamath Business, Centre - I (ABC-
I), Beside Gala Business Centre, Ahmedabad- 380009 Email
Id: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

**Principal Bankers**

Bank of Baroda, Ahmedabad

Indian Overseas Bank, Ahmedabad

The Kalupur Commercial Co. Op. Bank Limited

Kotak Mahindra Bank Limited

**Company Listed At****BSE Limited**

(BSE Scrip Code: 536846)

ISIN: INE156M01017

Corporate Identification Number:

L74110GJ1994PLC021352



Index

Sr. No.	Particulars	Page Numbers
1	Notice of 29 th Annual General Meeting	4
2	Board of Director's Report	24
	Annexure to the Board of Director's Report:	
3	Annexure - A - Particulars of Employee	42
4	Annexure - B - Secretarial Audit Report	44
5	Annexure - C- Management Discussion and Analysis Report	48
	Financial Section:	
6	Independent Auditor's Report	54
7	Annexure A - Independent Auditor's Report	59
8	Annexure B - Independent Auditor's Report	65
9	Statement of Balance sheet	68
10	Statement of Profit & Loss Account	69
11	Statement of Cash Flow	71
12	Notes on Financial Statements	72
13	Significant Accounting Policies	77

NOTICE OF THE 29th (TWENTY NINTH) ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting (AGM) of the Members of **Yuranus Infrastructure Limited** will be held on Saturday, September 30, 2023 at 01:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Reports of the Auditors thereon by passing the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 and the Reports of the Board of Directors and the Reports of the Auditors thereon be and are hereby received, considered and adopted."

2. APPOINTMENT OF MR. NITINBHAI GOVINDBHAI PATEL (DIN: 06626646) AS DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646), who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of Appointment Executive Directors and the Non-Executive are subject to retirement by rotation. Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) is being appointed as Chairman Cum Managing Director for the current term and is one of the longest-serving member on the Board retires by rotation and being eligible seeks re-appointment.

To the extent that Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) is required to retire by rotation he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as such to the extent that he is required to retire by rotation."

SPECIAL BUSINESSES:

3. APPOINTMENT OF MR. NITINBHAI GOVINDBHAI PATEL AS CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF THE PAYMENT OF REMUNERATION:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 117(3), 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), , other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for appointment of **Mr. Nitinbhai Govindbhai Patel (DIN: 06626646)** as Chairman Cum Managing Director ("**Chairman**" Cum "**MD**") of the Company for a period of **Five (5) years** w.e.f. **October 1, 2023**, whose office shall not be liable to retire by rotation, on the terms and as per the following remuneration, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act, in any financial year or years during the term of reappointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits including gain arising on exercise of employee stock options, as approved herein be paid as minimum remuneration to the said **Chairman** Cum **MD** for any financial year in aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution.

1. Remuneration: Rs. 5,00,000/- (Rupees Five Lakh Only) per month with effective from **October 1, 2023**.
2. Perquisites: Following perquisites are inclusive of the remuneration amount, to be provided
 1. Vehicles - for self & family as per rules of the Company.
 2. Fuel Expenses & Toll charges.
 3. Accommodation on Lease.
 4. Expenses related to electricity, water, maintenance etc of the accommodation provided by the Company.
 5. Driver's Salary and Overtime & Night Charges of Drivers to be paid extra, if any.
 6. Vehicle's Insurance.
 7. Expenses related to Vehicle's maintenance.
 8. Communication Expenses which includes reimbursements of mobile bill, data card bill, internet bills, etc.
 9. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
 10. Reimbursements related to meal expenditure

11. Travel Expenses - for self & family as per rules of the Company.
 12. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
 13. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
 14. Leave Travel Assistance, Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.
3. Other Terms:
- a) The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
 - b) The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

RESOLVED FURTHER THAT the remuneration payable to MR. NITINBHAI GOVINDBHAI PATEL, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to MR. NITINBHAI GOVINDBHAI PATEL as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with MR. NITINBHAI GOVINDBHAI PATEL will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of MR. NITINBHAI GOVINDBHAI PATEL as Chairman cum Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee thereof be and is hereby authorized to alter, vary and/ or revise the remuneration within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.

RESOLVED FURTHER THAT the Managing Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the Business of the Company.

RESOLVED FURTHER THAT gratuity payable as per the rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

4. **APPOINTMENT OF MR. KUSHAL NITINBHAI PATEL TO NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Mr. Kushal Nitinbhai Patel (DIN: 06626639) who was appointed as an Additional Non Executive Director of the Company on May 08, 2023 and whose designation was changed to Additional Non Executive Director on September 6, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Kushal Nitinbhai Patel**, as a Non-Executive Director of the Company, liable to retire by rotation, with effect from **October 01, 2023**.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to remunerate **Mr. Kushal Nitinbhai Patel**, Non-executive Director of the Company, an amount not exceeding Rs 5,00,000/- per month (Rupees Five lakhs only) as fixed consultation charges excluding applicable taxes and as per terms and conditions decided between the Company and him and as approved by the Board, pursuant to the recommendation of the Nomination and Remuneration Committee for a period of three (3) financial years or such other time period as may be permitted under the Act.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to pay remuneration of an amount not exceeding Rs 5,00,000/- per month (Rupees Five lakhs only) per month to Mr. Kushal Nitinbhai Patel (DIN: 06626639), Non-Executive Director in case of no profit or inadequate profits during the relevant financial year in a manner that the aggregate commission/remuneration payable to all the Non-Executive Directors (including Independent Directors) shall not exceed Rupees One Crore in any financial year in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company for a period of three (3) financial years or such other time period as may be permitted under the Act.

RESOLVED FURTHER THAT remuneration upto above limits shall be paid as minimum remuneration notwithstanding the profits / absence of profits / inadequacy of profits of the Company during a period of three consecutive financial years, and that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

5. **APPOINTMENT OF MR. KUNJAL JAYANTKUMAR SONI (DIN: 08160838) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kunjal Jayantkumar Soni (DIN: 08160838) who was appointed as an Additional Director on May 08, 2023, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to May 07, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

6. **APPOINTMENT OF MR. VINOD KANUBHAI RANA (DIN: 08160972) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinod Kanubhai Rana (DIN: 08160972) who was appointed as an Additional Director on May 08, 2023, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to May 07, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

7. **APPOINTMENT OF MS. RASHMI KAMLESH OTAVANI (DIN: 06976600) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Rashmi Kamlesh Otavani (DIN: 06976600) who was appointed as an Additional Director on May 08, 2023, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to May 07, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

8. **TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 4000000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/-(Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of ₹ 10/-(Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

9. **ALTERATION OF "MAIN OBJECT CLAUSE III (A)" OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 ("the Act") read with applicable Rules and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to the approval of the Registrar of Companies, Gujarat and such other authorities as may be applicable in this regard, consent of the members of the Company be and is hereby accorded for addition of following new clauses below existing clause of the Main Object Clause III (A) of the Memorandum of Association ("the MOA") of the Company and renumbered accordingly:-

Addition of following new clauses below existing clause 2 of the Main Objects III (A) and renumbered accordingly,

3. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturizing, carding, bleaching, combing, doubling, finishing, calendaring, sizing, colouring, printing, mercerizing, reeling, winding, throwing,
4. embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, cotton, linen, silk, waste, droppings, fly wool, jute, hemp, flex and other fabric materials and things capable of being used or dyeing, printing, combing, bleaching and processing purposes, and to sell, buy or otherwise deal in all such goods, yarn, cloth and other fibres and fabrics or any types of textile material whether raw or finished whether made or treated by the Company or not.
5. To erect, purchase, take on lease or otherwise acquire dismantle, dispose off and/or to develop and work for profit spinning and weaving mills, gins, presses for pressing cotton and other merchandise into all types of bales, to engage in spinning and weaving of any kind and description and to engage in and carry on any kind of business analogous thereto, including ginning, spinning, weaving and manufacturing, finishing and marketing of all kinds of cotton, yarn, cloth and piece goods and fibrous materials and fabrics into composition of which enters cotton, silk, artsilk, rayon, nylon, synthetic fibres, staple fibres, flax, hemp, jute, rope, twinen, linen or wool or any one or more of them.
6. To carry on the business of manufacturing, buying, selling, exchanging, altering, importing, exporting, distributing or otherwise dealing in readymade garments and hosiery made of cotton, silk, rayon, wool, nylon, manmade fabrics, polyester, canvas, jute, leather, any other fabric coated with any chemical or not, or other preparation and other fabric.
7. To carry on the business of manufacturing, processing, dyeing, bleaching, buying, selling, exchanging, importing, exporting or otherwise dealing in yarns and textiles made of cotton, silk, rayon, wool, nylon, man-made fibres, polyester, canvas or any other substances.
8. To gin, press, pack, bale, card, comb, scour, cut, spin, process, twist, throw, reel, weave, knot, print, bleach, dye or finish synthetic fibre, staple fibre yarn or operations or whatsoever kind and nature in relation thereto.
9. To carry on business of Import, Export, processing, packing, re-packing, trading in, purchase, sell and cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion, sub-agents, distributors, distribution agents, dealers and manufacturers, representatives, marketing agents or consultants, act as stockiest or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment of the same on own premises or leased premises and promote & sell their own brand along with farmer produce or otherwise deal in any other manner deal in all types of food and food products, organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods, poultry products, groceries including ready to eat preparations, condiments, other ethnic preparations, agricultural produce of all description and to do trading of the all types of agri-commodities whether organic or inorganic whether perishable or non- perishable such as seeds, soya bean, wheat, rice & rice products, maize, all types of grains, pulses, dal, oats, cash crops, sugar cane, sugar, vegetables, cereals and fruits including dehydrated fruits and vegetables and their products, preserved fruits, dry fruits, jam, pickles, masalas, masala mixes, coffee and coffee products, tea & Tea products, edible oils, hydrogenated fat, vanaspathi, tallow, meat and meat products, marine products, poultry, piggery, prawn and pisci-culture, dairy products, condensed milk, flavored milk, ice cream, butter, ghee, backed products, pastries, confectioneries, sweets, biscuits, chocolates, beverages, fruit juices, concentrates, mineral water, soft drinks, syrups, preservatives, flavors, colouring agents, emulsifiers, food supplements, nutrients, natural or synthetic chemicals used for processing and preservation in the food industry.

10. To do the business of consultants and advisor and give information on time to time basis about the new policies and procedure advised by the GOI on organic production of different crop and give advice on the rates of organic produces along with future prices trends to do also provide consultations on hydroponics and aeroponics farming along with end to end solutions.

RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and is hereby severally authorised to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

10. TO INCREASE THE OVERALL BORROWING LIMIT OF THE COMPANY

To consider and if thought fit to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) & any other applicable laws and provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") for increasing the overall borrowing limit of the Company in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent from **USD 60 million** and to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time in any foreign currency shall not exceed a sum equivalent to USD 60 million (US Dollars Sixty million only) and upto Rs.500 crore (Rupees Five Hundred Crore only) in Indian Rupees."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) and any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

11. TO CREATE MORTGAGE AND/OR CHARGE ON ALL OR ANY OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY.

To consider and if thought fit to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (the "Board") to create charge, hypothecation, mortgage on any movable and/or immovable properties/assets of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent from **USD 60 million** (US Dollars Sixty Million only) for the purpose of business of the Company or otherwise as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.

RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) and any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

12. **TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT 2013**

To consider and if thought fit to pass, with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of earlier resolution passed, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent from **USD 60 million** (US Dollars Sixty Million only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) and any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign and file necessary Form(s) with the ROC and to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

Registered office:

8th Floor, Office No. 810, One World West, Near Bopal
Approach, SP Ring Road, Iscon - Ambali Road,
Bopal, Ahmedabad – 380058, Gujarat, India

For and on behalf of Board of Directors
Yuranus Infrastructure Limited
CIN: L74110GJ1994PLC021352

Date: September 06, 2023

Place: Ahmedabad

Nitinbhai Govindbhai Patel

Additional Director

DIN: 06626646