

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 form 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 members and share transfer books of the Company will remain closed 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 registers 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 holidays, 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. DEMATERIALISATION 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"

13. RELATED PARTY TRANSACTIONS

During the year, there were no transaction as related party transaction. Therefore requisite details in form AOC – 2, is not required to be provided herewith.

14. PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose).

15. RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website

16. DECLARATION BY INDEPENDENT DIRECTORS:

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement:

- (a) Ms. Ashita Vishal Sharma
- (b) Mr. Atul Jayantilal Shah
- (c) Mr. Rajendra Kumar Shantilal Gandhi

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

17. EXTRACT OF THE ANNUAL RETURN

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 (1) of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return in form MGT 9 for the Financial Year ended on 31st March, 2015 is annexed as “**Annexure III**” to this Report.

18. NUMBER OF BOARD MEETINGS

During the year the Board of Directors met 6 times. The details of the Board Meetings are provided in the Corporate Governance Report.

19. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

20. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.

22. SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2015 given by Mr. Punit S. Lath, Practising Company Secretary is attached herewith which forms part of the Directors Report as “**Annexure-IV**”. The observations are self-explanatory.

23. ANNUAL PERFORMANCE EVALUATION:

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Listing Agreement.

Individual Directors:

- (a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership

24. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company is not paying any Remuneration to Managing Director or any of the executive directors. Thus, the requisite details as required by Section 134(3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement is not required to be provided. However, the Company affirm that as and when the Remuneration will be payable to any of the Director, the same would be as per Remuneration Policy.

25. APPRECIATION:

Your Directors acknowledge their valuable contribution and appreciate the co-operation received from the bankers, customers and financial institutions for their continued assistance and support extended to the Company.

Your Directors also express their appreciation to all the employees of the Company for their sustained contribution throughout the period.

Your Directors wish to thank the shareholders for their continued support, encouragement and the confidence reposed in the Management.

By order of the Board of Directors

Place : Ahmedabad

Date : 13.08.2015

Dinesh Desai

(Managing Director)

Annexure -I to the Report of Board of Director

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE :

The real estate sector in India has emerged as one of the most dynamic sectors. The country's real estate sector is witnessing changing trends with every passing day. Currently, the real estate market is flooded with low cost, medium or with luxury housing projects. Now-a-days, more and more builders and developers are hooked on to medium housing segment realizing its vast potential in the country.

The real estate companies are coming up with various residential and commercial projects to fulfill the demand for residential and office properties in Tier-II and Tier-III cities. The growth in real estate in Tier-II and Tier-III cities is mainly due to increase in demand for organized realty and availability of land at affordable prices.

Today, India is one of the fastest growing economies in the world. The Indian construction industry is an integral part of the economy. It is poised for growth on account of industrialization, urbanization, economic development and people's rising expectations for improved quality of living. Construction is expected to be the biggest beneficiary of the surge in infrastructure investment.

The Construction Sector is a major employment driver, being the second largest employer in the country, next only to agriculture. This is because of the chain of backward and forward linkages that the sector has with other sectors of the economy. About 250 ancillary industries such as cement, steel, brick, and timber and building material are dependent on the construction industry

The Indian Real estate market size is expected to touch US\$ 180 billion by 2020. The demand is expected to grow at a compound annual growth rate (CAGR) of 19 per cent between 2015 and 2020, with tier I metropolitan cities projected to account for about 40 per cent of this.

With property boom spreading in all directions, real estate in India is touching new heights. However, the growth also depends on the policies adopted by the Government to facilitate investments mainly in the economic and industrial sector. The new stand adopted by Indian Government regarding foreign direct investment (FDI) policies has encouraged increasing number of countries to invest in Indian Properties.

OPPORTUNITIES AND THREATS :

OPPORTUNITIES:

The long term view on the Indian Real Estate Industry is positive, because of fundamental demand drivers such as increasing urbanization, favourable demographics, growth of the service sector, and rising incomes etc. Indian Real Estate has good potential for demand in almost every sector particularly housing. This is growing at satisfactory pace of almost 30 percent per year. The Government has been pragmatic and supportive in its approach in reducing interest rate on housing and providing finance through bank for property development projects. We are hopeful of a good demand for residential property in the future.

THREATS:

The slowdown of consumer demands and reduction of real estate prices, affect the momentum of growth of the Company. Real estate business of the Company is dependent on the performance of the real estate market in India. Fluctuations in market conditions affect capacity of the Company to sell projects at expected prices, which could unfavourably affect the revenues and earnings. Potential limitations on the supply of land could reduce revenues of the Company or negatively impact the results of its operations. Real estate business is subject to extensive Statutory or Governmental regulations.

Change in the policies of the Government affects the prospects of business. Labour problems also adversely affect the business. Sanctions and permissions from various authorities is slow and time consuming and could have some impact on the operations of the Company.

SEGMENTWISE PERFORMANCE:

The company has mainly one reportable business segment. Hence no further disclosure is required under Accounting Standard (AS) 17 on Segment Reporting.

RISKS AND CONCERNS:

A big risk which the developers are facing is the price risk. Cost of land has the maximum impact on the margins of the developers, because land cost accounts for a large portion of the constructed property. The other risk to which the developers are exposed is demand risk like the ability to sell properties based on location, brand, track record, quality and timelines of completion. There is Finance Risk also. Low availability of funds coupled with high rate of interest is also a major risk for real estate industry. Uncertain interest rates lead to uncertainty in the real estate market. This trend of rising interest rate dampens the growth rate of demand for housing units. Change in Government Policies including change in Tax structure also affects the Progress of the Real Estate Industry. The Indian Real estate market is still in its infancy, largely unorganized and dominated by a large number of small players, with very few corporate or large players having national presence. The Construction Industry is still subject to a number of taxes and is considered as one of the over burdened tax segment.

The Company will continue to remain alert and adapt to the evolving market realities and will like to remain proactive in scheduling the construction and sales based on these market realities.

INTERNAL CONTROL:

The Company has an internal control system, which ensures that all transactions are satisfactorily recorded and reported and all assets are protected against loss from unauthorized use or otherwise. The Internal Control Systems are supplemented by an Internal Audit system. The findings of such Internal Audits are periodically reviewed by the management and suitable actions taken to address the deficiencies, if any noted from such audits. The Audit Committee of the Board meets at regular intervals and addresses significant issues raised by both the Internal Auditors and the Statutory Auditors. The process of internal control and systems, statutory compliance, information technology, risk analysis and risk management are inter- woven to provide a meaningful support to the management of the Company.

PROSPECTS AND FUTURE OUTLOOK:

Indian economy is marching ahead and the growth in GDP is likely to be in double figures. In this scenario, the need of the hour is expeditious development of infrastructure as delivery systems have to keep pace with the other sectors of the economy. Thus residential infrastructure is bound to grow at least at twice the rate of growth of GDP. The growth in residential real estate development is driven by rising disposable income, lower interest, increased urbanization, changing pattern from joint family to independent family and demographic factors etc. Thus the outlook for the company looks very encouraging in the coming years, as it engages mainly in residential estate development as its core area.

CAUTIONARY STATEMENT:

This management discussion and analysis contains forward looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in the forward looking statements as a result of many factors.

Annexure –II to the Report of Board of Director

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Yuranus Infrastructure Limited is committed to achieve the best standards of Corporate Governance through complete transparency in its dealings with the management, associate companies/ firms or other third parties. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting superior standard of Corporate Governance practices through continual improvement of internal systems and satisfaction of employees, customers, stakeholders and society.

Corporate Governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realizing and enhancing shareholders' values. The Company had adopted Corporate Governance and disclosure practices even before these were mandated legislations.

2. BOARD OF DIRECTORS:

As on 31st March, 2015 strength of the Board of Directors is 6 (Six).

Attendance of each Director at the Board Meetings and last Annual General Meeting

Sr. No.	Name of Directors	Designation	Board Meeting Attended	Attendance at Last AGM	No. of Directorships in the other public Companies	No. of Chairmanship Membership in other Board /committee.
1.	Dinesh Navinchandra Desai	Chairman cum Managing Director	6	Yes	Nil	Nil
2.	Pankhil Dineshbhai Desai	Executive Director	4	Yes	Nil	Nil
3.	Mayur Desai*	Executive Director	4	Yes	Nil	Nil
4.	Rajendrakumar Shantilal Gandhi	Independent and Non –Executive Director	5	Yes	Nil	Nil
5.	Atul Jayantilal Shah	Independent and Non – Executive Director	5	Yes	Nil	Nil
6.	Ashita Vishal Sharma	Independent and Non – Executive Director	5	Yes	Nil	Nil

* Mr. Mayur Desai has given his resignation to the Company and Company had accepted the same w.e.f 22nd July, 2015

During the year, the Board had met 6 **times** on 19th May, 2014, 13th August, 2014, 01st September, 2014, 14th November, 2014, 14th February, 2015 & 16th March, 2015

All the relevant information such as sales, financial results, proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information.

The Company has thus observed the provisions of the Listing Agreement(s), allowing not more than four months gap between two such meetings.

The information required to be given for the Directors seeking appointment/reappointment at the Annual General Meeting as per clause 49 (VI) are as under:

Name of the Director	Mr. Dinesh Navinchandra Desai
Father Name	Mr. Navinchandra Desai
Date of Birth	26 th March, 1960
Date of Appointment	22 nd February, 1994
Qualification	Bachelor of Science
Name of the Company(ies) in which he is a director other than Yuranus Infrastructure Limited	Nil
Specific functional Areas	Mr. Dinesh Desai, aged about 55 years, is a Bachelor of Commerce and has in depth knowledge in business planning, accounts and tax. He has over 25 years experience in infrastructure and finance sector. His outspoken skills and dynamic skills will benefit the company in all ways. He takes care of operations in the Company in an efficient manner which shall help the Company in attaining its structured objectives.
Shareholding in the Company as on 31 st March, 2015	834,900 Equity Shares

3. INDEPENDENT DIRECTORS MEETING:

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non-independent directors and members of the management. During the year, one meeting of independent directors was held on 22nd September, 2014. Mr. Rajendrakumar Shantilal Gandhi was unanimously elected as the Chairman of the Meeting of the Independent Directors. The Independent Director meeting was attended by Mrs. Ashita Vishal Sharma, Mr. Atul Jayantilal Shah Patel and Mr. Rajendrakumar Shantilal Gandhi. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. AUDIT COMMITTEE :

The Board of Directors of the Company has constituted an audit committee pursuant to the provisions of Section 177 of the Companies Act, 2013 to ensure full compliance with all the relevant provisions including code of corporate governance.

The Audit Committee comprises of experts specializing in accounting / financial management. The Chairman of the Audit Committee is Executive Non- Independent Director. The composition as on 31st March, 2015 is as follows:-

Name of the Members	Position	Category	Attendance
Mr. Atul Shah	Chairman	Independent Director	4
Mr. Pankhil Desai	Member	Executive Director	3
Mrs. Ashita Sharma	Member	Independent Director	4

During the year the audit committee met 4 times on 19th May,2014, 13th August, 2014, 14th November, 2014 and 14th February, 2015.

Powers & Terms of Reference:

The Power and terms of reference of the Audit Committee are as mentioned in Clause 49 II (C), (D) & (E) of the Listing Agreement entered into with the Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issue and issues related to risk management and compliances. The CFO and the Statutory Auditors are invited to the meeting.

5. SHAREHOLDERS COMMITTEE :

The Board has delegated the powers to approve transfer of shares etc. to this Committee of Three (3) Directors. The quorum for functioning of the committee is any two (2) Directors present. The composition of Shareholders' / Investors' Grievance Committee as on 31st March, 2015 is as follows:-

Name of the Members	Position	Category
Mr. Mayur Desai*	Chairman	Executive Director
Mrs. Ashita Sharma	Member	Independent Director
Mr. Atul Shah	Member	Independent Director

*Mr. Mayur Desai has been resigned w.e.f 22nd July, 2015.

Terms of Reference:-

The Company has a Shareholders' / Investors' Grievance Committee, to look into redressal of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.

The committee deals with various matters relating to –

- Transfer / transmission of shares.
- Issue of share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios.
- Review of shares dematerialized and all other related matters.

- Investors' grievance and redressal mechanism and recommend measures to improve the level of investors' services.

The share department of the Company and Registrar and transfer agents, Link Intime India Pvt. Ltd. attends expeditiously to all grievances / correspondences of the shareholders and investors, received directly or through SEBI, Stock Exchanges, Department of Corporate Affairs, and Registrar of Companies etc. The complaints are generally resolved within 30 days of receipt of letter, except in the cases that are constrained by disputes or legal impediment.

6. NOMINATION AND REMUNERATION COMMITTEE :

The Nomination and Remuneration Committee comprises of Mr. Pankhil Desai [Chairman], Mrs. Ashita Sharma and Mr. Rajendrakumar Shantilal Gandhi is the member of the committee. The remuneration committee recommends to the Board the attributes and qualification for becoming a member of the Board. It also recommends the remuneration payable to the Directors, Key managerial personnel and other senior personnel and such other matters as are necessary under the Clause 49 of the Listing Agreement.

Name of the Members	Position	Category
Mrs. Ashita Sharma	Chairman	Independent Director
Mr. Rajendrakumar Gandhi	Member	Independent Director
Mr. Pankhil Desai	Member	Executive Director

7. GENERAL BODY MEETINGS:

The last three annual General Meetings were held as under:

AGM	F.Y	Date	Time	Venue	No. Special Resolution Passed
18 th	2011-12	28.09.2012	11.00 AM	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. - 380015	3
19 th	2012-13	10.05.2013	11.00 AM	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. - 380015	Nil
20 th	2013-14	29.09.2014	11.00 AM	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. - 380015	3

8. MEANS OF COMMUNICATION:

Your Company complies with Clause 41 of the Listing Agreement. Quarterly Results, Annual Result and other statutory publications are being normally published in Western Times (in Gujarati & English both). Further results are also displayed on the Company's website. www.yuranusinfra.com

9. GENERAL SHAREHOLDER INFORMATION:

(i)	Annual General Meeting Day, Date, Time and Venue	Day : Wednesday Date: 30 th September, 2015 Time: 11.00 a.m. Venue : 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. – 380015
(ii)	Next Financial Calendar Year	1 st April, 2015 to 31 st March, 2016 (tentative)
(iii)	Date of Book Closure	26 th September, 2015 to 30 th September, 2015 (both the days inclusive)
(v)	ISIN No. for ordinary shares of the Company in Demat form	INE156M01017
(vi)	Registered Office	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. – 380015
(vii)	Registrar and Transfer Agent	M/s Link Intime India Pvt. Limited, Unit No 303, 3rd Floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad 380009
(ix)	Investor Correspondence	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. – 380015
(x)	Means of Communication	The Company sends its quarterly results in Stock Exchanges. Further the same is also published in the news papers.
(xi)	Any Website where it displays official releases	www.yuranusinfra.com
(xii)	Any presentation made to the institutional investor and analyst	No
(xiii)	Is half yearly report sent to the shareholders	No
(xiv)	Whether Management Discussion and Analysis is a part of this report	Yes
(xv)	Share Transfer System	The work of physical share transfer is presently handled by Registrar and Transfer Agent.
(xvi)	Listing and Stock Code	Bombay Stock Exchange Limited – 536846
(xvii)	The name and address of Stock Exchanges where Company is listed	BSE Limited, Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
(xviii)	Auditors for the FY 2014-15 and Proposed Auditors for the FY 2015 – 2016	M/s. Loonia & Associates, Chartered Accountants, Ahmedabad
(ix)	Compliance Officer	Dinesh Desai, Managing Director

10. FINANCIAL CALENDER:

Report Period	: From 1 st April 2015 to 31 st March 2016
First Quarter Result	: Second Week of August, 2015 (tentative)
Second Quarter Result	: Second Week of November,2015 (tentative)
Third Quarter Result	: Second Week of February,2016 (tentative)
Fourth Quarter Result	: Last Week of May, 2016 (tentative)

11. DISTRIBUTION OF SHAREHOLDINGS AND SHARE HOLDING PATTERN (AS ON 31-03-2015):**Shareholding Pattern:**

Category	No. of Share holders	% of holding to total
Promoters, Directors, & other entities of Promoters	8	44.55
Corporates	11	09.18
Public	722	46.27
Total	741	100.00

12. SHARE PRICES IN COMPARISION TO BSE SENSEX :

On the basis of the data available from the BSE website the monthly high and low price of the Shares in comparison to BSE Sensex is as under:

Month	Monthly Highest Share Price in Rupees	Monthly Lowest Share Price in Rupees	No. of Shares of Company traded	BSE High	BSE Low
April, 2014	7.06	5.69	104	22939.31	22197.51
May, 2014	5.58	3.49	209	25375.63	22277.04
June, 2014	8.48	4.93	173	25725.12	24270.20
July, 2014	10.00	8.32	242	26300.17	24892.00
August, 2014	10.48	8.60	75	26674.38	25232.82
September, 2014	12.87	6.80	312	27354.99	26220.49
October, 2014	14.16	11.41	34	27894.32	25910.77
November, 2014	10.85	9.80	14	28822.37	27739.56
December, 2014	9.31	5.63	43	28809.64	26469.42
January, 2015	6.18	5.15	34	29844.16	26776.12
February, 2015	8.65	6.47	30	29560.32	28044.49
March, 2015	10.28	8.55	34	30024.74	27889.02

13. DISCLOSURES:**(a) Materially significant related party transactions**

There was no materially significant related party transaction with its promoters, Directors or the management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large.

(b) Details of noncompliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any Authority on any matter related to capital markets during last three years:

NIL

(c) Whistle Blower Policy

In accordance with the requirements of the Act, read with Clause 49 of the Listing Agreement(s), the Company has a Whistle Blower Policy approved by the Board of Directors. The objectives of the policy are:

- a. To provide a mechanism for employees and directors of the Company and other persons dealing with the Company to report to the Audit Committee; any instances of unethical behavior, actual or suspected fraud or violation of the Company's Ethics Policy and
- b. To safeguard the confidentiality and interest of such employees/directors/other persons dealing with the Company against victimization, who notice and report any unethical or improper practices.
- c. To appropriately communicate the existence of such mechanism, within the organization and to outsiders. Whistle blower policy is available on website of the Company.

The Company confirms that no personnel has been denied access to the audit committee pursuant to the whistle blower mechanism

(d) Familiarisation Programme :

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. The details of such programme are available on the website of the Company.

The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

(e) Disclosure of accounting treatment different from accounting standards:

None

(f) Subsidiary Company:

The Company does not have any subsidiary Company.

14. CODE OF CONDUCT:

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior Management. The code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. The Code is also displayed on the website of the Company. Further the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large. A declaration given by the Managing Director is given below:

15. DECLARATION BY THE MANAGING DIRECTOR PERSUANT TO CLAUSE 49 OF LISTING AGREEMENT

To,
The Member of Company
Yuranus Infrastructure Limited

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2014 – 2015.”

For and on behalf of Board

**Place : Ahmedabad
Date : 01.09.2015**

**Dinesh Desai
(Chairman cum Director)**

Annexure -III to the Report of Board of Director

Extract of Annual Return as on the Financial Year ended on 31st March, 2015 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	L45200GJ1994PLC021352
ii.	Registration Date	22.02.1994
iii.	Name of the Company	Yuranus Infrastructure Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Govt. Company
v.	Address of the Registered office and contact details	2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. – 380015, Gujarat Email : info@yuranusinfra.com Telephone : 079 – 40082820/21 Fax No. 079 - 26560115 www.yuranusinfra.com
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Pvt. Limited, Unit No 303, 3rd Floor Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad 380009

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	% to total turnover of the company
1	Real estate and Infrastructure	100

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	NIL				

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during The year
	D-mat	Physical	Total	% of Total Shares	D-mat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	1528700	-	1528700	43.68	1529100	-	1529100	43.69	400
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	30000	-	30000	0.86	30000	-	30000	0.86	-
Sub-total(A)(1):-	1558700	-	1558700	44.53	1559100	-	1559100	44.55	-
2) Foreign									
g) NRIs- Individuals	-	-	-	-	-	-	-	-	-
h) Other- Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Share Holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-

b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	12759	251900	264659	7.56	69237	251900	321137	9.18	56478
b) Individuals (i) Individual shareholders holding nominal share capital up to ₹ 1 lakh (ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	66543 929295	337200 307300	403743 1236595	11.54 35.33	117322 862811	308300 295200	425622 1158011	12.16 33.09	21879 (78584)
c) Clearing Member	403	-	403	0.01	230	-	230	0.01	(173)
d) Non Resident Indians	-	35900	35900	1.03	-	35900	35900	1.03	-
Total Any Others	403	35900	36303	1.04	230	35900	36130	1.04	-
Sub-total (B)(2)	1009000	932300	1941300	55.47	1049600	891300	1940900	55.45	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1009000	932300	1941300	55.47	1049600	891300	1940900	55.45	-

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2567700	932300	3500000	100	2608700	891300	3500000	100	-

ii) Shareholding of Promoters and Promoter Group

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dinesh Navinchandra Desai	834600	23.85	-	834900	23.85	-	300
2.	Leena Dinesh Desai	529100	15.12		529200	15.12	-	100
3.	Mayur Navinchandra Desai	150000	4.29		150000	4.29	-	-
4.	Pankhil Dineshbhai Desai	10000	0.29		10000	0.29	-	-
5.	Kalgi Pankhil Desai	10000	0.29		10000	0.29	-	-
6.	Mohit Dinesh Desai	10000	0.29		10000	0.29	-	-
7.	Nisha Mohit Desai	10000	0.29		10000	0.29	-	-
8.	Ila Mayur Desai	5000	0.14		5000	0.14	-	-
	Total	1558700	44.53	-	1559100	44.55	-	-

iii) **Change in Promoters' Shareholding(please specify, if there is no change)**

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dinesh Navinchandra Desai				
	At the beginning of the year	834600	23.85	834600	23.85
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	300 Due to transfer	0.09	834900	23.85
	At the End of the year	834900	23.85	834900	23.85
2.	Leena Dinesh Desai				
	At the beginning of the year	529100	15.12	529100	15.12
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	100 Due to transfer	0.003	529200	15.12
	At the End of the year	529200	15.12	529200	15.12

iv) **Shareholding pattern of top ten shareholders**

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dinesh Navinchandra Desai	834600	23.85	834900	23.85
2.	Leena Dinesh Desai	529100	15.12	529200	15.12
3.	Aabhar Holdings Pvt Ltd	-	-	249400	7.13
4.	Satyanarayan J Kabra	-	-	209600	5.99
5.	Mayur Navinchandra Desai	150000	4.29	150000	4.29

6.	Maulik Arunbhai Shah	150000	4.29	150000	4.29
7.	Jainam Bharat Shah	130000	3.71	130000	3.71
8.	Jayshree Bharat Shah	115000	3.29	115000	3.29
9.	Bharat Chhabildas Shah	82500	2.36	82500	2.36
10.	Krupali Rishit Shah	76405	2.18	-	-
11.	Atulbhai Kantilal Dagli	53408	1.53	-	-
12.	Kinjal Kintan Shah	47400	1.35	-	-
13.	Abubakar Abdulla Malbari	-	-	79585	2.27

Directors and Key Managerial personnel:

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the Directors and KMP				
1.	Dinesh Navinchandra Desai	8,34,600	23.85	834900	23.85
2.	Pankhil Dineshbhai Desai	10000	0.29	10000	0.29

vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(₹ in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	0.18	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition	-	40.00	-	-
- Reduction	-	(20.00)	-	-
Net Change	-	20.00	-	-
Indebtedness at the end of the financial year	-	20.18	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	20.18	-	-

vii) Remuneration Of Directors And Keymanagerial Personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

The Company had not paid any Remuneration to Managing Director, Whole Time Directors and / or Manager and therefore details of the same are not disclosed herewith

B. Remuneration to other directors

The Company had not paid any Remuneration to other Directors and therefore details of the same are not disclosed herewith

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD*(₹ In Lacs)*

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
(a)	Salary as per provisions contained in Income-tax Act,1961	-	1.20	-	-
(b)	Value of perquisites u/s17(2)Income-taxAct,1961	-	-	-	-
(c)	Profits in lieu of salary under Section 17(3)Income-taxAct,1961	-	-	-	-
5	Others, please Specify	-	-	-	-
	Total	-	1.20	-	-

viii) Penalties/Punishment/Compounding of offences

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority[RD/NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
A. Directors					
Penalty			NIL		
Punishment					
Compounding					
B. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Annexure - IV to the Report of Board of Director

Secretarial Audit Report for the financial year ended on 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Yuranus Infrastructure Limited
Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yuranus Infrastructure Limited**

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Secretarial Audit books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Yuranus Infrastructure Limited for the financial year ended on 31/03/2015 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**
2. We have also examined compliance with the applicable clauses of the following:
- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange;
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

OBSERVATIONS :

- (i) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of :
 - (a) External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - (b) Foreign Direct Investment (FDI) were not attracted to the company under the financial year under report;
 - (c) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report.
 - (d) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
 - (ii) I report that Company has missed out the publication for the intimation of Board meeting for approval of financial results as required under clause 41 of the listing agreement.
 - (iii) I further report that appointment of CFO i.e. Chief Financial Officer of the company as required under section 203 of the companies act, 2013 is pending as on 31st March, 2015 for which management is in search of proper candidate.
 - (iv) The Company has not file the form MGT -14 as required under section 179(3) of the companies Act, 2013 read along with rule 8 of the Companies Management and administration Rules, 2014 for following events:
 - (a) Appointment of Internal Auditors for the company.
 - (b) Appointment of Secretarial Auditors for the company.
 - (c) Approval of Quarterly Results for 3rd for Financial Year 2014-15.
4. We further report that :
- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
6. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Punit Santosh Lath
ACS No. 26238, COP No. 11139

Date : 13th August, 2015
Place : Ahmedabad

DECLARATION

I have declared that all the Board Members and Senior Management Personnel of the company have affirmed the compliance with the provision of the code of conduct for the year ended on 31st March, 2015.

Place: Ahmedabad
Date: 13.08.2015

Dinesh Desai
Managing Director

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

We have examined the compliance of the condition of Corporate Governance by Yuranus Infrastructure Limited, for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said company with the concerned Stock Exchange in India.

The Compliance of the condition of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information given to us, we certify that the company has complied with the condition of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that in respect of the investor grievance received during the year ended 31st March, 2015, no such investor grievance remained unattended / pending for more than 30 days.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

**Date : 13th August, 2015
Place : Ahmedabad**

**Punit Santosh Lath
ACS No. 26238, COP No. 11139**

Independent Auditors' Report

To the Members of
Yuranus Infrastructure Limited

Report on the Financial Statements

1. We have audited the accompanying Financial Statements of **Yuranus Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended and a Summary of Significant Accounting Policies and other Explanatory Information.

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("**the Act**") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("**the Order**") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

10. As required by section 143(3) of the Act, we further report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.
- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii) There has been no instance of transferring funds to Investor Education and Protection Fund and therefore question of delay in transferring funds does not arise.

**For, Loonia & Associates,
Chartered Accountants**

**Hitesh Loonia
Proprietor
Mem. No. 135424**

**Place: Ahmedabad
Date: 30.05.2015**

Annexure referred to in paragraph 9 of Our Report of even date to the Members of YURANUS INFRASTRUCTURE LIMITED (“the Company”) on the accounts of the Company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1. In respect of the Company’s fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such physical verification.

2. In respect of the Company’s inventories:

- a) As explained to us, the management has physically verified inventories during the year. In our opinion the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification as compared to the book records.

3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:

According to the information & explanations given to us, the Company had granted loan of Rs. 7.34 lacs parties covered in the register maintained u/s. 189 of the Companies Act, 2013. No interest has been charged on such amount and no repayment has been received during the year. The Company has taken unsecured loans of Rs. 20.18 lacs from two parties covered in the register maintained under section 301 of the Act. The maximum amount involved during the year involved was Rs. 20.18 lacs

4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services during the course of our audit. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weakness in internal control system.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
6. According to the information and explanations provided by the Company, the Company does not required to maintained accounts as prescribed by the Central Government for cost records under Section 148(1) of the Companies Act, 2013.

7. In respect of statutory dues:

- a) According to the records of the Company, undisputed statutory dues including provident fund, employee state insurance, sales tax, wealth tax, service tax, income tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable have been generally regularly deposited with appropriate authorities, wherever applicable to it.
 - b) According to information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, or duty of custom or duty of excise or value added tax or cess and other statutory bodies which have remained outstanding as on 31st March, 2015 for a period of more than six months from the date they become payable. Further, as per information and explanations, there are no such statutory dues which have not been deposited on account of any dispute.
 - c) According to information and explanations given to us there is no instance of transferring amounts to Investor Education and Protection Fund.
- 8.** The Company does have accumulated losses of Rs. 163.48 lacs at the end of the financial year. The company has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- 9.** Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not taken any amounts from financial institutions and banks and therefore question of default in the repayment does not arise and said clause is not applicable. The Company does not hold any debentures.
- 10.** According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11.** In our opinion and according to the information and explanation given to us, the Company had not availed any new term loan during the year and therefore clause for utilization of term loan is not applicable.
- 12.** During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

**For, Loonia & Associates,
Chartered Accountants**

**Hitesh Loonia
Proprietor
Mem. No. 135424**

**Place: Ahmedabad
Date: 30.05.2015**

YURANUS INFRASTRUCTURE LIMITED
BALANCE SHEET AS ON MARCH 31st, 2015

PARTICULARS	Note No.	As at 31.03.2015		As at 31.03.2014	
		₹	₹	₹	₹
I. EQUITY AND LIABILITIES					
1. Shareholders' funds					
(a) Share Capital	2	35,000,000		35,000,000	
(b) Reserves and Surplus	3	(16,348,399)		(16,553,032)	
			18,651,601		18,446,968
2. Non- current liabilities					
(a) Long-term borrowings	4	2,017,500		17,500	
			2,017,500		17,500
3. Current Liabilities					
(a) Trade payables	5	742,072		682,700	
(b) Short term provisions	6	137,500		75,000	
			879,572		757,700
TOTAL			21,548,673		19,222,168
II ASSETS					
1. Non-current assets					
(a) Fixed assets					
(i) Tangible assets	7	102,962		110,432	
(b) Long-term loans and advances	8	20,613,855		18,583,239	
			20,716,817		18,693,671
2. Current assets					
(a) Trade receivables	9	796,417		71,100	
(b) Cash and Cash Equivalents	10	35,439		457,397	
			831,856		528,497
TOTAL			21,548,673		19,222,168
Significant accounting policies and notes to accounts					
For and on behalf of the Board For Yuranus Infrastructure Ltd				As per our report of even date Loonia & Associates Chartered Accountants (FRN:130883W)	
Dinesh Desai Director Place : Ahmedabad Date: 30.05.2014		Pankhil Desai Director		Hitesh Loonia Proprietor M.No. 135424	

YURANUS INFRASTRUCTURE LIMITED
PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED ON MARCH 31st, 2015

	PARTICULARS	Note No.	As at 31.03.2015		As at 31.03.2014	
			₹	₹	₹	₹
I	Revenue from Services	11	796,417		832,350	
	Other Income	12	45,000		61,521	
	Total Revenue			841,417		893,871
II	Expenses					
	Employee benefits expense	13	240,000		216,000	
	Finance Costs	14	622		1,141	
	Depreciation and amortization expense	7	7,470		8,119	
	Other expense	15	300,692		395,014	
	Total Expense			548,784		620,274
III	Profit before exceptional and extraordinary items and tax (I - II)			292,633		273,597
IV	Exceptional Items			-		-
V	Profit before extraordinary items and tax (III - IV)			292,633		273,597
VI	Extraordinary items			-		-
VII	Profit before tax (V - VI)			292,633		273,597
VIII	Tax expense:					
	(1) Current tax		88,000		45,500	
	(2) Deferred tax					
	(3) Short/Excess Provision of Earlier years			88,000	-	45,500
IX	Profit/(Loss) for the period (VII - VIII)			204,633		228,097
XVI	Earnings per equity share:	16				
	(1) Basic			0.06		0.07
	(2) Diluted			0.06		0.07
	See accompanying notes to the financial					
For and on behalf of the Board For Yuranus Infrastructure Ltd					As per our report of even date Loonia & Associates Chartered Accountants (FRN:130883W)	
Dinesh Desai Director Place : Ahmedabad Date: 30.05.2014		Pankhil Desai Director		Hitesh Loonia Proprietor M.No. 135424		

YURANUS INFRASTRUCTURE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Particulars	AS AT 31/03/2015		AS AT 31/03/2014	
		₹	₹	₹	₹
A.	Cash Flow from Operating Activities				
	Net Profit before tax and Extraordinary Items		292,633		273,597
	Adjusted for				
	Depreciation and amortization expense	7,470		8,119	
	Loss on Sale of Asset	-	7,470	-	
			300,103		281,716
	Operating Profit before Working Capital Changes				
	Adjusted for				
	Trade Receivable	(725,317)		(20,985)	
	Trade Payable, Other Current Liabilities	59,372		25,508	34,323
	Short term Provisions	62,500	(603,445)	29,500	
			(303,342)		316,039
	Cash generated from Operating Activities				
	Adjustment related to previous year		-		
	Less : Direct Tax Paid		(88,000)		(97,000)
			(391,342)		219,039
	Net Cash flow Operating Activities				
B.	Cash Flow from Investing Activities				
	Net Cash used in Investing Activities		-		-
C.	Cash Flow from Financing Activities				
	(Increase) / Decrease in Long Term Loan & Advances	(2,030,616)		3,809,937	
	Increase / (Decrease) in Long Term Borrowings	2,000,000	(30,616)	(4,300,000)	(490,063)
			(30,616)		(490,063)
	Net Cash used in Financing Activities				
	Net increase in Cash and Cash Equivalents (A + B + C)		(421,958)		(271,024)
	Opening Balance of Cash and Cash Equivalents		457,397		728,421
	Closing Balance of Cash and Cash Equivalents		35,439		457,397

For and On Behalf of the Board
For Yuranus Infrastructure Limited

As per Our Report of Even Date
Loonia & Associates
Chartered Accountants
(FRN:130883W)

Dinesh Desai
Director
Place : Ahmedabad
Date: 30.05.2014

Pankhil Desai
Director

Hitesh Loonia
Proprietor
M.No. 135424

NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

- The financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (“GAAP”) and comply with the mandatory Accounting Standards (“AS”) as notified as per the Companies Accounting Standards (Rules), 2006 to the extent applicable , the provisions of Companies Act, 2013 (to the extent notified) and with the relevant provisions of the Companies Act, 1956 (to the extent applicable).
- Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2. Use of Estimates:-

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

3. Revenue Recognition :-

Income/Expenses are accounted for on accrual basis and provisions are made for all known expenditure.

4. Fixed Assets:-

Fixed assets are stated at their cost on acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, duties and other directly attributable cost incurred to bring the assets to their working condition for use.

5. Depreciation:-

Depreciation is calculated on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013

6. Inventories:-

NIL- However the closing stock of are valued at Cost or Market Value whichever is lower on FIFO basis

7. Taxes on Income:-

Provision for Current Tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions as per the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty/virtual certainty that the assets will be adjusted in future.

8. Micro, Small and Medium Enterprises Development Act, 2006

1. Based on the information available with the Company in respect of MSME (as defined in the Micro Small & Medium Enterprise Development Act, 2006) there are no delays in payment of dues to such enterprises during the year.
2. Companies has send letter to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Act, 2006. As on date, the Company has not received confirmation from any suppliers who have registered under the "Micro, Small and Medium Enterprise Development Act, 2006" and hence no disclosure has been made under the said Act. And on the basis of information available with the Company there are no such parties in respect of MSME. This has been relied upon by the auditors.

9. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made.

Contingent liability is disclosed for:

- i) Possible obligations which will be confirmed only by future events not within the control of the Company or,
- ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

10. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferral or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

11. Earning Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard issued by the Institute of Chartered Accountant of India. Basic earnings per share are computed by dividing the net profit for the year by the Weighted Average Number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where results are anti-dilutive

12. Segment Information

The Company deals in only one reportable segment i.e Infrastructure and hence requirement of Accounting Standard 17 “Segment Reporting” issued by ICAI is not applicable.

NOTES FORMING PART OF ACCOUNTS

Particulars	On 31/03/2015		On 31/03/2014	
		₹		₹
NOTE '2'				
SHARE CAPITAL				
-Authorised				
40,00,000 (40,00,000) Equity Shares of Rs. 10/- each		40,000,000		40,000,000
-Issued, Subscribed and Paid up				
35,00,000 Equity Share Of Rs 10/- Each [Previous Year : 3500000 Equity Shares of Rs.10/- each]		35,000,000		35,000,000
TOTAL		35,000,000		35,000,000
- Reconciliation of Shares:	Nos	Amt(Rs)	Nos	Amt(Rs)
Opening Share Capital	3,500,000	35,000,000	3,500,000	35,000,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
TOTAL	3,500,000	35,000,000	3,500,000	35,000,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Closing Share Capital	3,500,000	35,000,000	3,500,000	35,000,000
List of Share holders having 5% or more Shares (In Nos)				
Name Of Shareholders	In Nos	In %	In Nos	In %
Dinesh N Desai	834,600	23.85	834,600	23.85
Leena D Desai	529,100	15.12	529,100	15.12
Aabhar Hodling Pvt. Ltd	249,400	7.13	249,400	7.13
Satyanarayan J Kabra	209,600	5.99	209,600	5.99

Particulars	31.03.2015	31.03.2014
NOTE '3'	₹	₹
RESERVES AND SURPLUS		
General Reserve	-	-
Profit and Loss Account		
Opening Balance	(16,553,032)	(16,781,129)
Add: Profit During The Year	204,633	228,097
Less: Proposed Dividend (Incl .Tax)	-	-
Transfer to Reserves	-	-
Bonus Shares	-	-
Closing Balance	(16,348,399)	(16,553,032)
TOTAL	(16,348,399)	(16,553,032)
NOTE '4'	₹	₹
LONG TERM BORROWINGS		
Unsecured Loan		
Loans Repayable on Demand		
a) From Bodies Corporates	-	-
b) From Directors	2,017,500	17,500
TOTAL	2,017,500	17,500
NOTE '5'	₹	₹
TRADE PAYABLES		
Trade Payables		
For Expenses	742,072	682,700
TOTAL	742,072	682,700
NOTE '6'	₹	₹
SHORT TERM PROVISIONS		
Audit Fee Payable	29,500	29,500
Provision for Taxation	108,000	45,500
TOTAL	137,500	75,000

Yuranus Infrastructure Ltd
AS AT 31/03/2015

Notes : 7

FIXED ASSETS

PARTICULARS	RATE OF DEP.%	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		OPENING BALANCE	ADDITION	DEDUCTION	CLOSING BALANCE	OPENING BALANCE	ADDITION	DED.	CLOSING BALANCE	Current Year	Previous Year
Office Building	5.00%	225,000	-	-	225,000	140,828	4,209	-	145,037	79,963	84,172
Furniture & Fixtures	18.10%	55,888	-	-	55,888	53,854	-	-	53,854	2,034	2,034
Office Equipment	13.91%	372,896	-	-	372,896	350,068	3,175	-	353,243	19,653	22,828
Vehicles	25.89%	224,393	-	-	224,393	223,031	-	-	223,031	1,362	1,362
Computer	40.00%	152,500	-	-	152,500	152,464	-	-	152,464	36	36
TOTAL		1,030,677	-	-	1,030,677	920,245	7,470	-	927,715	102,962	110,432
PREVIOUS YEAR		1,030,677	-	-	1,030,677	912,126	8,119	-	920,245	110,432	118,551

Particulars	31.03.2015	31.03.2014
NOTE '8'	₹	₹
LONG TERM LOANS AND ADVANCES		
a) Security Deposits (Unsecured, Considered Good)	6,000	6,000
b) Advance Income Tax / TDS - Unsecured, Co	134,452	107,432
c) Others (Advances recoverable in cash or in kind) Unsecured, Considered good	20,459,491	18,459,491
d) Balance with Statutory Authorities	13,912	10,316
TOTAL	20,613,855	18,583,239
NOTE '9'	₹	₹
TRADE RECEIVABLES		
Over Six Months	364,702	-
Below Six Months	431,715	71,100
(Debts Due by Directors and Other Related Parties)	-	-
TOTAL	796,417	71,100
NOTE '10'	₹	₹
CASH AND BANK BALANCES		
-Cash and Cash Equivalents		
Cash on Hand	5,717	417,170
Balance with Banks		
a) In Current Account	29,722	40,227
TOTAL	35,439	457,397
NOTE '11'	₹	₹
REVENUE FROM SERVICES		
Infrastructure Receipts	796,417	832,350
TOTAL	796,417	832,350
NOTE '12'	₹	₹
OTHER INCOME		
Interest Income	45,000	14,671
Short / Excess Provision	-	46,850
TOTAL	45,000	61,521
NOTE '13'	₹	₹
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus etc.	240,000	216,000
TOTAL	240,000	216,000
NOTE '14'	₹	₹
FINANCE COSTS		
Interest Expense	-	337
Bank Charges	622	804
TOTAL	622	1,141
NOTE '15'	₹	₹
OTHER EXPENSES		
Advertisement Exp	36,700	3,128
Auditors' Remuneration - Audit Fee	29,500	29,500
MCA Exp	12,700	20,000
Listing Fees	112,360	169,024
Legal & Professional Fees	53,289	112,073
Office Expenses	54,453	47,135
Travelling Expenses	-	14,154
Demat Charges	1,690	
TOTAL	300,692	395,014

Notes Forming Part of Balance Sheet & Profit and Loss Account

16. Earnings per Share:-

Particulars	As at 31 st	As at 31 st
	March, 2015	March, 2014
Net Profit as per Profit & Loss Account	Rs. 2,04,633.00	Rs. 2,28,097.00
Number of Shares Outstanding during the year	35,00,000	35,00,000
Weighted Average Number of Equity Shares Outstanding during the year	35,00,000	35,00,000
Basic/ Diluted Earnings Per Share	0.06	0.07

17. Deferred Taxation:

- a) In conformity with Accounting Standard No. 22 issued by The Institute of Chartered Accountants of India on "Accounting for Taxes on Income", the Company has provided for net deferred tax liability during the year amounting to Rs. Nil.

18. Related Party Disclosures:-

List of Related Parties and Relationships:

1. Relative Parties where significant interest exists :

- (i) Yuranus Education & Immigration – (Prop. Of Directors Relative)
(ii) Ila Enterprise – (Prop. Of Directors Relative)

2. Key Management Personnel & Relatives:

- (i) Shri Dinesh Desai Chairman Cum Managing Director
(ii) Shri Mayur Desai Director
(iii) Shri Pankhil Desai Director
(iv) Smt. Leena Desai Relative of Director
(v) Smt. Ila Desai Relative of Director

3. Transactions during the year:

(Amount In ₹)

Particulars	Associates	Key Management Personnel (KMP)	Relatives of KMP	Total
(i) Services Rendered	Nil Nil	Nil (Nil)	Nil (Nil)	Nil (Nil)
(ii) Outstanding Balances – Cr.	Nil (Nil)	20,17,500 (17,500)	Nil (Nil)	20,17,500 (17,500)
(iii) Advance given	7,34,499 (7,34,499)	Nil (Nil)	Nil (Nil)	7,34,499 (7,34,499)

- 19.**In the opinion of the Board; Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provisions for depreciation and all known liabilities are adequate and not in excess of the amount considered reasonably necessary.
- 20.**All the balances i.e Debit and Credit Balances in the Balance Sheet are subject to confirmation.
- 21.**Loans and advances includes Rs. 15.13 lacs (P.Y. 15.13 lacs) which are doubtful of recovery for which no provisions has been made by the Company
- 22.**Company does not have any defined retirement benefit scheme in this respect. Accounting Standard AS- 15 issued by the Institute of Chartered Accountants of India is not considered applicable.
- 23.**During the year under review, the Company had generated revenue receipts and thus quantity details are not applicable.
- 24.**Previous year's figures have been regrouped / rearrange or reclassified, wherever necessary to conform to the current years grouping or reclassification.

**As per our Report of even date
For, Loonia & Associates
(Chartered Accountants)**

For and on Behalf of the Board

**Dinesh Desai
Chairman cum Managing Director**

**Hitesh Loonia
Proprietor**

**M. No. 135424
Firm Reg. No. 130883W**

**Pankhil Desai
Director**

Place: Ahmedabad

Date: 30.05.2014

YURANUS INFRASTRUCTURE LIMITED

Registered Office: 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road,
Vastrpur, Ahmedabad- 380015, Gujarat

Tel No. 07940082820/21, E-mail: info@yuranusinfra.com, Website: www.yuranusinfra.com

CIN: L45200GJ1994PLC021352

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No. /Client ID _____

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 on Wednesday, 30th day of September, 2015 at 11.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

YURANUS INFRASTRUCTURE LIMITED

Registered Office: 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrpur, Ahmedabad- 380015, Gujarat

Tel No. 07940082820/21, E-mail: info@yuranusinfra.com, Website: www.yuranusinfra.com

CIN: L45200GJ1994PLC021352

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./ Client ID:

DP Id:

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or falling him;

(2) Name: _____

Address: _____

E-mail Id: _____ or falling him;

(3) Name: _____

Address: _____

E-mail Id: _____ or falling him;

As my/our proxy to attend and vote(on a poll) for me /us and on my/our behalf at the 21st Annual General Meeting of the company to be held on Wednesday, 30th day of September, 2015 at 11.00 a.m. at 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	ORDINARY BUSINESS		
1	Consider and adopt Financial Statements of the Company for the year ended 31st March,2015 together with the Reports of the Board of Directors and Auditors' thereon		
2	To Reappoint Mr. Dinesh Desai who retires by rotation and, being eligible, himself for Re-appointment.		
3	Appointment of Auditors of the Company and fixing their remuneration		
	SPECIAL BUSINESS		
4	To appoint Mr. Punit S. Lath, Practicing Company Secretaries as Secretarial Auditors of the Company.		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Affix Revenue Stamp

Signature of first proxy holder Signature of second proxy holder

Signature of third proxy holder