



YURANUS INFRASTRUCTURE LIMITED

GST NO : 24AABCP1847L1ZC
PAN : AABCP1847L
CIN : L74110GJ1994PLC021352

Regd. Office : 8th Floor-Office No.810, One World West, Near Bopal Approach Road,
SP Ring Road, Iscon-Ambali Road, Bopal, Ahmedabad-380058, Gujarat India.
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Website : www.yuranusinfra.com

Date: September 08, 2023

To,
The Secretary, Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai - 400001, Maharashtra, India

BSE Security Code: 536846

ISIN: INE156M01017

Respected Sir/Madam,

Subject: Notice of the 29th Annual General Meeting (AGM) of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 29th Annual General Meeting of the Company.

The Notice is also uploaded on the Company's website at www.yuranusinfra.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For, Yuranus Infrastructure Limited

Nitinbhai Govindbhai Patel
Additional Director
DIN: 08626646



Place: Ahmedabad
Date: 08-09-2023

Encl. As above

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

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

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

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

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

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

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

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

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

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

SPECIAL BUSINESSES:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

10. TO INCREASE THE OVERALL BORROWING LIMIT OF THE COMPANY

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

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

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

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

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

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

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

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

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

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

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

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

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

**Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646**

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 28, 2022, May 5, 2022, December 14, 2021 read with circulars dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated January 5, 2023, May 13, 2022 read with January 15, 2021 and May 12, 2020 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 29th AGM of the Company is being held through VC / OAVM. The Members can attend and participate in the 29th AGM through VC/ OAVM.
1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 29th AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
3. Instructions and other information for members for attending the AGM through VC / OAVM are given in this [Notice under Note No. 32](#).
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **The Register of Members and share transfer books of the Company will be closed from September 23, 2023 to September 30, 2023.** Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Cut-off date i.e. **September 23, 2023** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of this Annual General Meeting (AGM). Any recipient of the Notice, who has no voting rights as on Cut-off date, shall treat this Notice as intimation only.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scsandcollp@gmail.com with copies marked to the Company at info@yuranusinfra.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
7. For the unclaimed dividend for the financial year 2022-2023, Members are requested to claim the said dividend, details of which are available on the Company's corporate website at www.yuranusinfra.com. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the dividend which remains unclaimed for seven (7) consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government.
8. In conformity with the regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at info@yuranusinfra.com or by post to ACL.
9. **THOSE SHAREHOLDERS WHO HAVE NOT YET REGISTERED THEIR E-MAIL ADDRESS ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES SUBMITTED, BY FOLLOWING THE PROCEDURE GIVEN BELOW:**
10. As the AGM of the Company is held through VC / OAVM, we therefore request the Members to register themselves as speaker by sending their question / express their views from their registered E-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at E-mail Id info@yuranusinfra.com before **September 23, 2023**. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting
13. In respect of Ordinary shares held in physical form: To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, on or before the close of business hours of **September 23, 2023**.
14. In respect of Ordinary Shares held in electronic form: To all beneficial owners of the shares, on or before the close of business hours of **September 23, 2023**, as per details furnished by the Depositories for this purpose.
15. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@yuranusinfra.com
 - a) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@yuranusinfra.com
 - b) Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, 5th Floor, 506 to 508, Amamath Business, Centre - I (ABC-I), Beside Gala Business Centre, Ahmedabad- 380009, Gujarat, India, E-Mail ID : mt.helpdesk@linkintime.co.in, ahmedabad@linkintime.co.in by due procedure.

- c) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
18. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 read with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in respect of Special Business items i.e. item nos. 3 to 14 as set out above is annexed hereto.

NOTE: OUR 100% EQUITY SHARES ARE DEMAT MODE.

19. To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their DP or with the Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at info@yuranusinfra.com to update their E-mail Ids.
20. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission / transposition and deletion of name of deceased holder Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company i.e. Link Intime India Private Limited.

UPDATION OF MANDATE FOR RECEIVING DIVIDEND DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER:

Members are requested to send the following details/documents to the Company's Registrar & Share Transfer Agent, **Link Intime India Private Limited**, 5th Floor, 506 to 508, Amamath Business, Centre - I (ABC-I), Beside Gala Business Centre, Ahmedabad- 380009, Gujarat, India, E-Mail ID : rant.helpdesk@linkintime.co.in, ahmedabad@linkintime.co.in.

- **Form No. ISR-1** duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received. The said form is available on the Company's website at www.yuranusinfra.com and on the website of the RTA at <https://web.linkintime.co.in/kyc-downloads.html>
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number;
 - iii) 11-digit IFSC Code; and
 - iv) 9-digit MICR Code.
- Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly. In case, name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original
 - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch;
 - iii) Self-attested copy of the PAN Card; and
 - iv) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Further, Members are requested to refer to process detailed on <https://web.linkintime.co.in/kyc-downloads.html> and proceed accordingly.

- **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in **Form ISR-3** or **Form SH-14**, as the case may be.
- The said forms can be downloaded from the Company's website at www.yuranusinfra.com and on the website of the RTA at <https://web.linkintime.co.in/kyc-downloads.html>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at rant.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting their folio no(s).
- **Norms for furnishing of PAN, KYC, Bank details and Nomination:** Pursuant to SEBI Circular no. [SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023](#), issued in supersession of earlier circulars issued by SEBI bearing nos. [SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655](#) and [SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687](#) dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.**
- **However, the security holders of such frozen folios shall be eligible:**
 - i) To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
 - ii) To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

- The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on <https://web.linkintime.co.in/kyc-downloads.html>. **In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

21. PROCESS FOR REGISTERING E-MAIL ADDRESS:

i) **One-time registration of e-mail address with RTA for receiving the AGM Notice, Annual Report & Annual Accounts 2022-23 and to cast votes electronically:**

- The Company has made special arrangements with RTA and NSDL for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive the AGM Notice, Annual Report & Annual Accounts for FY 2022-23 and cast votes electronically.
- Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on **September 23, 2023**.
- **Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**
 - (a.) Visit the link: on <https://web.linkintime.co.in/kyc-downloads.html> / Email at rnt.helpdesk@linkintime.co.in
 - (b.) Select the name of the Company from drop-down: Yuranus Infrastructure Limited.
 - (c.) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail ID.
 - (d.) System will send OTP on mobile no. and e-mail ID.
 - (e.) Enter OTP received on mobile no. and e-mail ID and submit.
 - (f.) The system will then confirm the e-mail address for the limited purpose of service of AGM Notice along with Annual Report 2022-23 and e-Voting credentials.
- After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report & Annual Accounts FY2022-23 along with the e-Voting user ID and password to the Members. In case of any queries, Members may write to info@yuranusinfra.com or evoting@nsdl.co.in.

ii) **Registration of e-mail address permanently with Company/DP:**

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding, and with RTA, in respect of physical holding, by submitting **Form No. ISR-1** duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

22. The information regarding the Director(s) who is / are proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued, is annexed hereto.
23. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 32**.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.yuranusinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
25. The Annual Report along with the Notice of AGM will be available on Company's website on www.yuranusinfra.com.
26. Members of the Company holding shares either in physical form or in dematerialised form as on Benpos date i.e. September 01, 2023 will receive Annual Report for the financial year 2022-2023 through electronic mode.
27. As per the MCA General Circular No. 20/2020 dated 5th May, 2020 & General Circular No. 02/2020 dated 13th January, 2021 and General Circular No. 02/2022 dated May 05, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Annual Report will be sent through electronic mode to only those Members whose E-mail Ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant.
28. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, **5th Floor, 506 to 508, Amamath Business, Centre - I (ABC-I), Beside Gala Business Centre, Ahmedabad- 380009 Email Id: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in.**
29. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar & Share Transfer Agent.
30. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
31. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email

id, mobile number at info@yuranusinfra.com on or before September 01, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

32. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 23, 2023.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the

Type of shareholders	Login Method
	<p>e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

[Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.](#)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>4. Your User ID details are given below :</p>	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@yuranusinfra.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@yuranusinfra.com. If you are an Individual shareholder holding securities in demat mode, you are requested to

refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the **29th AGM** is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the **29th AGM** through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@yuranusinfra.com . The same will be replied by the company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING (INCLUDING ANY STATUTORY MODIFICATION(S) OR REENACTMENT THEREOF, FOR THE TIME BEING IN FORCE):

ITEM NO. 3:

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

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, the Board of Directors appointed **Mr. Nitinbhai Govindbhai Patel (DIN: 06626646)** as an Additional Director on May 8, 2023. Subsequently on recommendation of Nomination and Remuneration committee, Board of Directors approved Change in designation of **Mr. Nitinbhai Govindbhai Patel to Chairman cum Managing Director** of the Company for a period of 5 years w.e.f. October 1, 2023 subject to approval of shareholders in the ensuing Annual General Meeting. In terms of the provisions of Section 161(1) of the Act, **Mr. Nitinbhai Govindbhai Patel** would hold office Upto the date of the ensuing Annual General Meeting (AGM).

The Company has received notice in writing under Section 160 of the Act, proposing the candidature of **Mr. Nitinbhai Govindbhai Patel** for the office of Chairman Cum Managing Director of the Company. Further, the Company has received consent in writing to act as director and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the Appointment of and remuneration payable to **Mr. Nitinbhai Govindbhai Patel** as a Chairman Cum Managing Director of the company in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Nitinbhai Govindbhai Patel (DIN: 06626646), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of and remuneration payable to Mr. Nitinbhai Govindbhai Patel (DIN: 06626646) as Chairman cum Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

A. General Information

1. Nature of Industry:

The Company is engaged in trading textile Fabrics. The Company is also involved in Trading and Export of Raw Cotton Bales and Cotton Seeds.

2. Date or expected date of commencement of commercial production: N.A

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A

4. Financial performance of the Company for F.Y. 2022-23 based on given indicators

(Rs. in Lakh except EPS)

PARTICULARS	F.Y. 2022-2023	F.Y. 2021-2022
Revenue form Operation	40.28	35.55
Other Income	18.76	16.22
Total Income (Total Revenue)	59.04	51.78
Total Expenditure (Excluding Depreciation)	53.41	46.31
Profit before Financial costs, Depreciation and amortization expenses and Taxation	5.63	5.47
Less: Finance Costs	0.12	0.08
Operating profit before Depreciation and amortization expenses and Taxation	5.51	5.40
Less: Depreciation and amortisation	-	0.03
Profit before Tax	5.51	5.37

(Rs. in Lakh except EPS)

PARTICULARS	F.Y. 2022-2023	F.Y. 2021-2022
Less: (1) Current Income Tax	1.74	1.55
Less: (2) Income Tax (Prior Period)	-	-
Less: (3) Deferred Tax	-	(0.08)
Profit after tax	3.77	3.89
EPS (Basic)	0.11	0.11
EPS (Diluted)	0.11	0.11

B. Foreign investments or collaborations, if any: N.A.

Information about the appointee:

1. Background details:

Mr. Nitinbhai Govindbhai Patel, aged 58 years is actively involved in day to day manufacturing process. Mr. Nitin Govindbhai Patel has put his step into oil industries in the year 2007 when he established Aditya Oil Industries as Cotton Seed Oil and Cotton seed Oil Cake manufacturing plant. He has an experience of more than 17 years

2. Past remuneration

N.A

3. Recognition or awards

N.A.

4. Job profile and his suitability

His everyday duties include contacting agents or talking to farmers for buying raw material that is Kapas. He stays in touch with supervisors for checking with output results, taking stock update and planning the manufacturing output that is cotton bales by setting up target of production of every day. He will continue guiding Company through his valuable experience being a Chairman cum Managing Director of the Company.

5. Remuneration proposed

Basic Salary not exceeding Rs. 5,00,000/- per month, increase upto 15% of basic salary every year.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Nitinbhai Govindbhai Patel, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Nitinbhai Govindbhai Patel has pecuniary relationship to the extent he is director of the Company.

Beside the remuneration proposed, Mr. Nitinbhai Govindbhai Patel, do not have any other pecuniary relationship with the Company. Further, Mr. Nitinbhai Govindbhai Patel is a Father of our Non executive Director, Mr. Kushal Nitinbhai Patel.

The Board of Directors of the Company at its Meeting held on **Wednesday, September 06, 2023** has approved the above proposal and the details of other information as required under Section - II of Part - II of Schedule V to the Companies Act, 2013 is given in the explanatory statement of the proposed Special Resolution under **item no. 3** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 4:

APPOINTMENT OF MR. KUSHAL NITINBHAI PATEL AS NON EXECUTIVE DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Mr. Kushal Nitinbhai Patel (DIN: 06626639) who was appointed as an Additional Director of the Company w.e.f. May 08, 2023 at the Meeting of the Board of the Director and whose term expires on this ensuing 29th AGM, and he has requested for change in his designation from Executive Director to Non Executive Director.

Accordingly, pursuant to the Section 152, 161 196, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and subject to such other approvals as may be necessary, the appointment of Mr. Kushal Nitinbhai Patel, as a Non-executive Director of the Company liable to retire by rotation, with effect from October 1, 2023.

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

The Company has received declaration from Mr. Kushal Nitinbhai Patel (DIN: 06626639) confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and also he has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority.

Further, the Nomination and Remuneration Committee has evaluated the balance of skill, knowledge and experience of Mr. Kushal Nitinbhai Patel. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Kushal Nitinbhai Patel fulfills the conditions for appointment as Non-Executive Director considering his vast experience and knowledge, it would be beneficial to appoint him on the Board of the Company. The term of appointment of Mr. Kushal Nitinbhai Patel as Non- Executive Director is liable to retired by rotation.

A copy of the draft letter for the appointment of Mr. Kushal Nitinbhai Patel as Non-Executive Director setting out the terms and conditions are uploaded on the website of the Company and also would be available for inspection by the Members at the Registered Office of the Company during the normal working hours on any working days of the Company.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 regarding appointment of Mr. Kushal Nitinbhai Patel is attached hereto.

The Board of Directors of the Company at its Meeting held on **Wednesday, September 06, 2023** has approved the above proposal and recommends passing of the proposed Special Resolution under **item no. 4** in the Notice, by Members of the Company.

Except Mr. Kushal Nitinbhai Patel, being appointee Director and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 5 TO 7:

APPOINTMENT OF MR. KUNJAL JAYANTKUMAR SONI (DIN: 08160838), MR. VINOD KANUBHAI RANA (DIN: 08160972) AND MS. RASHMI KAMLESH OTAVANI (DIN: 06976600) AS AN IDEPENDENT DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of **Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600)** who were appointed as an Additional Director, it is proposed to regularize the appointment of **Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600)** who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 08, 2023.

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors requires approval of the members of the Company,, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting Accordingly, the appointment of **Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600)** would require the approval of the members of the Company with effect from May 08, 2023.

Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600) are qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as a Director. The Company has also received declaration from **Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600)** that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Listing Regulations.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of **Mr. Kunjal Jayantkumar Soni (Din: 08160838), Mr. Vinod Kanubhai Rana (Din: 08160972) and Ms. Rashmi Kamlesh Otavani (Din: 06976600)** for the office of a Director of the Company.

In the opinion of the Board, all additional Directors fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013. All proposed Independent Directors are independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of all proposed Independent Directors and their educational qualification, their appointment as an Independent Directors is in the interest of the Company. In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of all proposed Independent Directors would be beneficial to the Company considering her vast experience.

Details of all proposed Independent Directors are provided in the "Annexure to The Explanatory Statement" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of their letter of appointment of setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@yuranusinfra.com.

The Board of Directors of the Company recommends passing of the proposed Special Resolution under **item no. 5 to 7** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 8:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: ORDINARY RESOLUTION

In order to broad base capital structure of the Company and to enable the Company to issue Bonus shares, it is proposed to increase the authorised share capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 4000000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by way of creation of an additional 1,10,00,000 (One Crore Ten Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking paripassu in all respect with existing equity shares of the company, aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crores only).

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

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.yuranusinfra.com for Members' Inspection.

The Board of Directors of the Company recommends passing of the proposed Ordinary Resolution under **item no. 8** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 9:

ALTERATION OF “MAIN OBJECT CLAUSE III (A)” OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY: SPECIAL RESOLUTION

The Company now wishes to explore new horizons and wish to add new objects clause which it desires to carry out as set out in the resolution to be included in “Main Objects” of the Company under clause “A” of the Memorandum Association of the Company.

However, your Board has to consider from time to time proposals for diversification into areas which would be more sustainable and profitable to the stakeholders as well as the Company as part of diversification Plans. For this purpose, the Main Object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. Accordingly, to pursue new businesses in addition to existing business object and make the foundation more stronger and sustainable for the future growth, your Company requires to obtain the approval of members by way of Special Resolution under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014, for the alteration and addition of the Memorandum of Association of the Company in respect of change of object clause as well as the support of its stakeholder in addition to it.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00 A.M. and 3.00 P.M. upto the date of the Annual General Meeting.

The Board of Directors of the Company at its Meeting held on **Wednesday, September 06, 2023** has approved the above proposal and recommends the passing of the proposed Special Resolution under **item no. 9** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 10 & 11:

TO INCREASE THE OVERALL BORROWING LIMIT OF THE COMPANY: SPECIAL RESOLUTION

&

TO CREATE MORTGAGE AND/OR CHARGE ON ALL OR ANY OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY: SPECIAL RESOLUTION

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

- To borrow money, where the money to be borrowed, together with the money already borrowed, if any, by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent from **USD 60 million** and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent to **USD 60 million**.

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board of Directors of the Company at its Meeting held on **Wednesday, September 06, 2023** has approved the above proposal and recommends the passing of the proposed Special Resolution under **item no. 10 & 11** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 12:

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

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the "Act", prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ("Rules"), where a loan or guarantee is given or security has been provided by a Company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding Company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the "Act" shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the "Act".

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of in Indian Rupees **Rs. 500 crore (Rupees Five Hundred Crores only)** and in any foreign currency equivalent from **USD 60 million** over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors of the Company at its Meeting held on **Wednesday, September 06, 2023** has approved the above proposal and recommends the passing of the proposed Special Resolution under **item no. 12** in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

**Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646**

ANNEXURE TO THE EXPLANATORY STATEMENT:

Name of Director	Nitinbhai Govindbhai Patel	Kushal Nitinbhai Patel																																						
Directors Identification Number (DIN)	06626646	06626639																																						
Date of Birth	January 27, 1965	November 27, 1988																																						
Age	58 Years	34 Years																																						
Qualification	S.S.C (Senior Secondary Class)	holds Degree of Bachelor of Pharmacy from Gujarat University.																																						
Nature of his expertise in specific functional areas	Experience of More than 14 years into Oil Industries and more than 11 years in Cotton Industries	Experience of More than 13 years in the family business with respect to production, planning, and sales																																						
Date of first Appointment on the Board of the Company	May 08, 2023	May 08, 2023																																						
Date of Appointment / Re-appointment (at current term)	To be appointed as Chairman and Managing Director w.e.f October 1, 2023 subject to approval of shareholders in the ensuing AGM	Change in designation w.e.f October 1, 2023 subject to approval of shareholders in the ensuing AGM																																						
Shareholding in Yuranus Infrastructure Limited	875714 Shares as on September 6, 2023	609285 Shares as on September 6, 2023																																						
Listed entities form which the person has resigned in the past three years	Nil	Nil																																						
Terms and conditions of re-appointment	As per resolution at item no. 3 of this Notice convening 29 th Annual General Meeting (AGM) to be held on September 30, 2023.	As per resolution at item no. 4 of this Notice convening 29 th Annual General Meeting (AGM) to be held on September 30, 2023.																																						
Remuneration last drawn	Not Applicable	Not Applicable																																						
Number of Meetings of the Board attended during the year	Not Applicable	Not Applicable																																						
List of Directorship held in Listed Companies (including this Company)	Axita Cotton Limited, Yuranus Infrastructure Limited	Axita Cotton Limited, Yuranus Infrastructure Limited																																						
Membership / Chairmanship in Committees of Listed Companies as on date (As per Regulation 17A and 26(1) of Listing Regulations)	<table border="1"> <thead> <tr> <th rowspan="2">Name of Company</th> <th colspan="2">Chairman</th> <th colspan="2">Member</th> </tr> <tr> <th>AC</th> <th>SRC</th> <th>AC</th> <th>SRC</th> </tr> </thead> <tbody> <tr> <td>Axita Cotton Limited</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Yuranus Infrastructure Limited</td> <td>-</td> <td>-</td> <td>1</td> <td>-</td> </tr> </tbody> </table>	Name of Company	Chairman		Member		AC	SRC	AC	SRC	Axita Cotton Limited	-	-	-	-	Yuranus Infrastructure Limited	-	-	1	-	<table border="1"> <thead> <tr> <th rowspan="2">Name of Company</th> <th colspan="2">Chairman</th> <th colspan="2">Member</th> </tr> <tr> <th>AC</th> <th>SRC</th> <th>AC</th> <th>SRC</th> </tr> </thead> <tbody> <tr> <td>Axita Cotton Limited</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Yuranus Infrastructure Limited</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Name of Company	Chairman		Member		AC	SRC	AC	SRC	Axita Cotton Limited	-	-	-	-	Yuranus Infrastructure Limited	-	-	-	-
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	AC	SRC	AC	SRC																																				
Axita Cotton Limited	-	-	-	-																																				
Yuranus Infrastructure Limited	-	-	-	-																																				
Relationships between Directors inter-se	With Directors & KMP of the Company: Father of our Promoter, Director Mr. Kushal Nitinbhai Patel	With Directors & KMP of the Company: Son of our Promoter, Chairman cum Managing Director Mr. Nitinbhai Govindbhai Patel																																						

Name of Director	Mr. Kunjal Jayantkumar Soni	Mr. Vinod Kanubhai Rana	Ms. Rashmi Kamlesh Otavani
Directors Identification Number (DIN)	08160838	08160972	06976600
Date of Birth	20-04-1991	11-01-1991	06-10-1980
Age	32 Years	32 Years	43 Years
Qualification	Mr. Kunjal Jayantkumar Soni is qualified Company Secretary and Associate Member of Institute of Company Secretary of India.	Mr. Vinod Kanubhai Rana Vyas is qualified Company Secretary and Associate Member of Institute of Company Secretary of India.	Ms. Rashmi Kamlesh Otavani is qualified Company Secretary and Associate Member of Institute of Company Secretary of India.
Nature of his expertise in specific functional areas	He is Company Secretary by profession and has rich experience in the field of Company Law, Security Laws & Accounting.	He is Company Secretary by profession and has rich experience in the field of Company Law, Security Laws & Accounting.	He is Company Secretary by profession and has rich experience in the field of Company Law, Security Laws & Accounting.
Date of first Appointment on the Board of the Company	May 08, 2023	May 08, 2023	May 08, 2023
Date of Appointment / Re-appointment (at current term)	Regularisation as ID for a period of 5 years subject to approval of shareholders in the ensuing 29 th AGM		
Shareholding in Yuranus Infrastructure Limited	Nil		
Listed entities form which the person has resigned in the past three years	Nil	Nil	Kintech Renewables Limited
Terms and conditions of re-appointment	As per resolution at item no. 5 to 7 of this Notice convening 29 th Annual General Meeting (AGM) to be held on September 30, 2023.		

Name of Director	Mr. Kunjal Jayantkumar Soni	Mr. Vinod Kanubhai Rana	Ms. Rashmi Kamlesh Otavani
Remuneration last drawn	Nil		
Number of Meetings of the Board attended during the year	Not Applicable		
List of Directorship held in Listed Companies (including this Company)	Axita Cotton Limited, Yuranus Infrastructure Limited Vaxtex Cotfab Limited	Axita Cotton Limited, Yuranus Infrastructure Limited	Shree Ram Proteins Limited United Polyfab Gujarat Limited Dyemic Products Limited Yuranus Infrastructure Limited Aristo Bio-Tech and Lifescience Limited
Membership / Chairmanship in Committees of Listed Companies as on date	Member-6 Chairman -3	Member-4 Chairman -2	Member-5 Chairman -2
Relationships between Directors inter-se	Not related to any Directors & KMP of the Company.		

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646