



Date: October 16, 2017

To,  
BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai-400001.

Sir,

**Scrip code: 536846**

**Sub: Compliance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]**

In compliance with Regulation 34 of the Listing Regulations, please find attached herewith Annual Report for the financial year 2016-17 duly approved and adopted by the shareholders at the 23<sup>rd</sup> Annual General Meeting held on Friday, 29<sup>th</sup> September, 2017 at 04:00 p.m. at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015

This is your information and record.

Thanking you,

Yours truly,

For YURANUS INFRASTRUCTURE LIMITED

*Mohit D*  
**MOHIT DINESH DESAI**  
**MANAGING DIRECTOR**



# **YURANUS INFRASTRUCTURE LIMITED**

**23<sup>rd</sup> ANNUAL REPORT  
2016-17**

**Annual General Meeting**

Thursday, 29<sup>th</sup> September, 2017

**At**

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

**At**

04:00 P.M.

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

**Registrar and Share Transfer Agent**

Link Intime India Pvt. Ltd.  
Ahmedabad

**Board of Directors****Mohit Desai**

Managing Director

**Rajendrakumar Gandhi**

Independent Director

**Atul Shah**

Independent Director

**Ms. Ashita Sharma**

Independent Director

**Auditors**

M/s. Loonia & Associates  
218, New Cloth Market,  
Opp. Raipur Gate,  
Ahmedabad 380 002

**Registered Office**

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

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**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 04.00 P.M. on Friday, 29<sup>th</sup> day of September, 2017 at 201, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 to transact the following businesses:

**Ordinary Business:**

1. To consider and adopt the Balance Sheet as at 31st March, 2017, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Loonia & Associates, (Membership No. 135424), as Auditors of the Company, by resolution passed at the 20<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 20<sup>th</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

**Special Business:****3. Appointment of Mr. Mohit Dinesh Desai as Director of the Company:**

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 149 and 152 read with and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), including any Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Mohit Dinesh Desai, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd, September, 2017 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mohit Desai as a candidate for the office of a director of the Company, be and is hereby appointed as Executive Director of the Company, whose term of office shall not be liable to be determined to retire by rotation as per Companies Act, 2013 and Article of Association of the Company.”

**4. Appointment of Mr. Mohit Dinesh Desai as a Managing Director of the Company:**

To consider and in thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of

Mr. Mohit Dinesh Desai, as Managing Director of the Company with effect from 03rd September, 2017 for a period of 5 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mohit Dinesh Desai.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Mohit Dinesh Desai, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By order of the Board of Directors**

**Place: Ahmedabad**

**Date: 02.09.2017**

**Mohit Desai  
(Managing Director)**

**Notes:**

1. A statement giving the relevant details of the directors seeking re-appointment under Item No. 2 of the accompanying Notice, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent or Company.
9. Members are requested to notify the change of address, if any, to the Company.
10. Members are requested to d-materialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE156M01017.
11. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d--mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
12. The route map showing direction to reach the venue of the 23<sup>rd</sup> AGM is annexed to the notice.

**Voting Through Electronic Means:**

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Yuranus Infrastructure Limited (“the Company”) is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Twenty Second Annual General Meeting (“AGM”) scheduled to be held on Friday, September 29, 2017, at 04.00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)
- The voting period begins at 09.00 a.m. IST on Tuesday September 26<sup>th</sup>, 2017 and ends at 5.00 p.m. IST on Thursday September 28<sup>th</sup>, 2017. During this period, Members of the Company, holding shares either in physical form or in d-materialized form (as on the cut-off date which is Friday September 22<sup>nd</sup>, 2017), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on Thursday September 28<sup>th</sup>, 2017.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday September 22<sup>nd</sup>, 2017.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday September 22<sup>nd</sup>, 2017 only shall be entitled to avail the facility of remote e-voting
- The Company has appointed Niki Patawari And Associates, Practicing Company Secretaries, Ahmedabad, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 day of conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.yuranusinfra.com](http://www.yuranusinfra.com) and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

**Specific Instructions and process to be followed for e-voting:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on the “Shareholders” tab
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in d-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in D-mat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB #	Enter the Date of Birth as recorded in your d-mat account or in the company records for the said d-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the d-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If D-mat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the Board of Directors**

**Place: Ahmedabad  
Date: 02.09.2017**

**Mohit Desai  
(Managing Director)**



**Explanatory Statement under Section 102 of the Companies Act, 2013:****Item No. 3 & 4**

Mr. Mohit Dinesh Desai, Executive Director on the Board of the Company, was appointed as an Additional Director of the Company on 02<sup>nd</sup> September, 2017. His term of office will conclude on the date of the ensuing Annual General Meeting. The Board of Directors in his meeting held on 02.09.2017, subject to approval of the members of the Company, approved the appointment of Mr. Mohit Dinesh Desai as Managing Director the Company. Mr. Mohit Dinesh Desai, has an overall experience of around 5 years in the field of Education and Textile sector. Apart from Yuranus Infrastructure Limited, Mr. Mohit Dinesh Desai is no where Director in any other Companies.

A declaration has been submitted by him that he is not disqualified to become a Director as provided in Section 152(5) of the Act and that he is eligible for appointment. Mr. Mohit Dinesh Desai hold **9,000** equity shares each in the Company.

The Board recommends the Resolution as set out at Item No. 3 & 4 of the notice for approval of the Members of the Company.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Mr. Mohit Dinesh Desai in his capacity of being a Director, is concerned or interested, whether financially or otherwise, in this Resolution.

**The Statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under.****I. General Information:**

(1)	Nature of Industry	Textile & Education Service Provider Sector
(2)	Date or expected date of commencement of Commercial Production	Company is already in trading concern
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators	The Company has made a net profit of Rs. 2,27,040 for the financial year ended 31 <sup>st</sup> March, 2017.
(5)	Foreign Investment or collaborations, if any	Not Applicable

**II. Information about the appointee:**

(1)	Background details	Mr. Mohit Dinesh Desai has an overall experience of around 5 years in the field of Education & Textile Sector.
(2)	Past Remuneration	NA
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	Job requires strong knowledge and experience of business and Mr. Mohit Dinesh Desai have expanded knowledge.
(5)	Proposed Remuneration	As decided by Board of Directors
(6)	Comparative remuneration profile with respect industry, size of the company,	Well within Industry Norms

	profile of the position and person	
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel, if any.	Not Applicable

**III. Other Information:**

(1)	Reasons of loss or inadequate profits	NA
(2)	Step taken or proposed to be taken for improvement	The Company has been earning profit in the past consistently and we expect to do well in future.
(3)	Expected increases in productivity and profits in measurable terms	The Company has earned the profit

**IV. Additional information to be given to the members in terms of Secretarial Standard-2 is as under:**

(1)	Age	32 years
(2)	Date of first appointment	02 <sup>nd</sup> September, 2017
(3)	Shareholding in the Company	9,000 equity shares
(4)	Number of Board meeting attended during the year 2016-17.	Nil
(5)	Other Directorships/membership of committee	NIL

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE****Details of Director seeking re-appointment at the Forth coming Annual General Meeting****[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015  
("SEBI Listing Regulations")]**

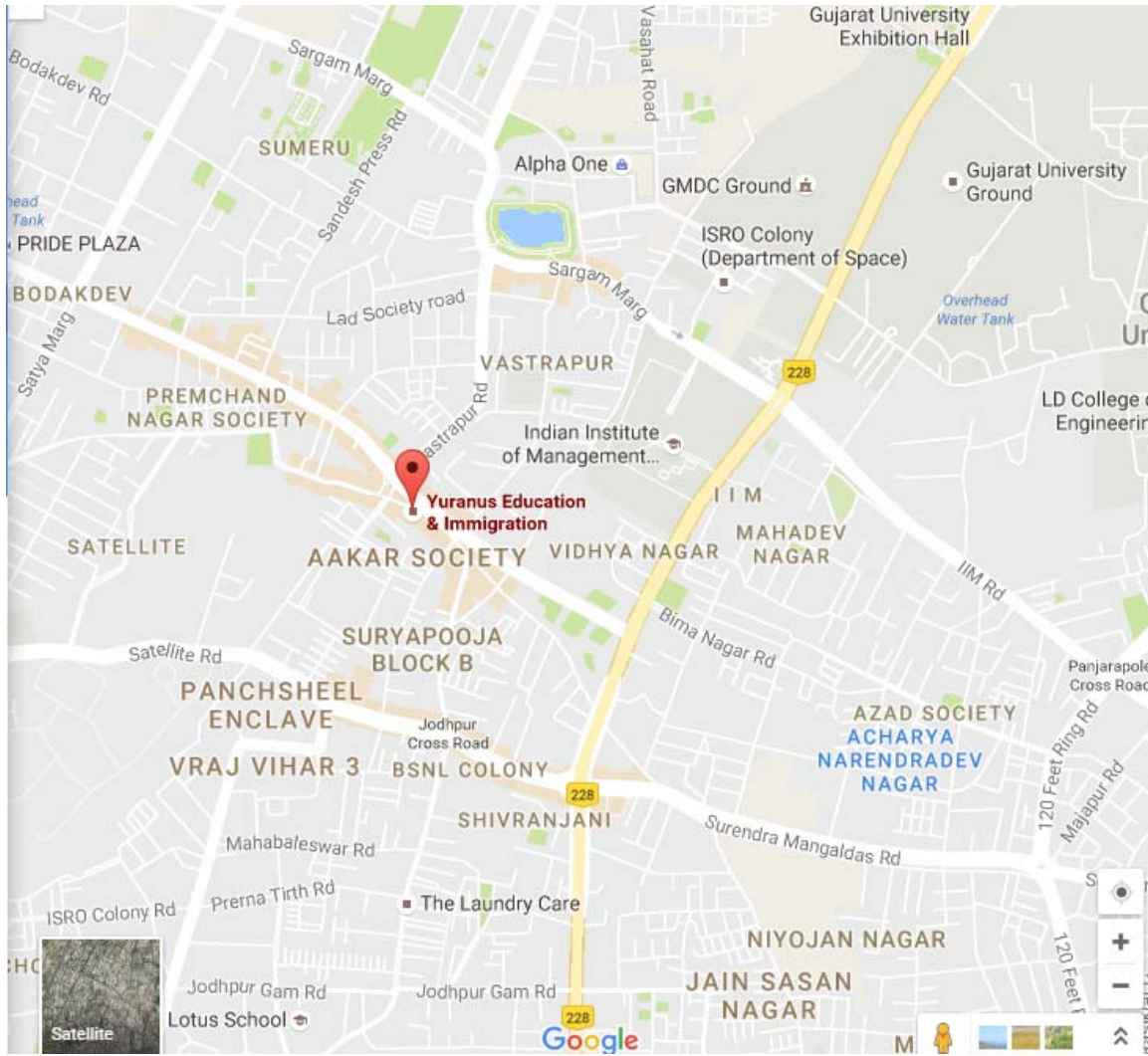
Name of the Director	Mr. Mohit Dinesh Desai
DIN	03089420
Date of Birth	06/02/1985
Nationality	Indian
Date of Appointment	02 <sup>nd</sup> September, 2017
Qualification	B.com
Shareholding in the Company as on 31 <sup>st</sup> March, 2017	9,000 Equity Shares
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Membership / Chairmanship of audit and Stakeholder's Relationship Committee in the Company	NIL

**By order of the Board of Directors**

**Date: 02.09.2017  
Place: Ahmedabad**

**Mohit Desai  
(Managing Director)**

**ROUTE MAP TO THE VENUE OF AGM**



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

**DIRECTORS' REPORT**

To,  
The Members of  
Yuranus Infrastructure Limited  
Ahmedabad.

The Directors hereby present the 23<sup>rd</sup> Annual Report together with Audited Statement of Accounts for the year ended on 31<sup>st</sup> March' 2017 which they trust, will meet with your approval.

( Amount in ₹ )

<b>1. <u>Financial Results:</u></b>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31.03.2017</b>	<b>31.03.2016</b>
Profit before Interest , Depreciation & Taxes	<b>3,35,258</b>	2,97,430
<b><u>Less :</u></b>		
Finance Cost	<b>6206</b>	6917
Depreciation	<b>3,012</b>	5,006
Current Tax Provision	<b>99,000</b>	72,000
Deferred Tax Provision	Nil	Nil
<b>Total</b>	<b>1,08,218</b>	83,923
<b>Net Profit/ (loss) After Tax</b>	<b>2,27,040</b>	2,13,507
Add: Balance of profit/(loss) brought forward from previous year	<b>(1,61,34,892)</b>	(1,63,48,399)
	-----	-----
	--	----
Balance carried to Balance Sheet	<b>(1,59,07,852)</b>	(1,61,34,892)
	=====	=====

**2. Operations:**

The total sales and other income during the year have been ₹ 2,995,510 compared to ₹ 12,30,145 in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been ₹ 3,35,258 (P.Y. ₹ 2,97,430) and the Net Profit after interest, depreciation, prior period adjustments & taxes are ₹ 2,27,040 (P.Y. ₹ 2,13,507).

**3. Dividend:**

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

**4. Finance:**

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

**5. Share capital:-**

The paid up equity share capital as at 31<sup>st</sup> March, 2017 is stood at Rs. 3,50,00,000/-

**6. Listing:**

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited with scrip code No. 536846. The Company is regular in payment of listing fees. The Company has paid the listing fees for the year 2017 – 2018.

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

1. The Company had changed its Main object clause by passing Special resolution through Postal ballot on Dated 25.01.2017 by adding following main object clause 1 which is reproduced as under:-
2. To carry on the business as manufacturers, wholesalers, retailers, buyers, sellers, buying or selling Commission agents, importers, exporters, traders and otherwise deal in all kinds of cloth and other goods and fabrics whether textile, felted, knitted or looped and silk, art silk, mattress and other fibrous substances, wool, manmade fibers, yarn, raw cotton, waste, readymade garments, jute, dyeing, printing, finishing or any other processing of any of the substances of fibers and fabrics and other fibrous articles.
3. To carry on the Activity of Promoting, Imparting, Launching, Creating, Designing, Adopting Traditional, Formal and Creative Means of Imparting, Inculcating , Disseminating, Diversified Skills, Education Forms and Personality Development Techniques by providing Training, Conducting Seminars, Web-Seminars, Counseling, E-Courses, Online Classes, Teaching to Schools, college, University, Private Institutions Students, Distance Education, Personal or Group Coaching & Consultancy, Personal Consultancy & Training, Business Consultancy & Training, Telephonic Consultation, Meditation Exercise, Motivational Trainings, Delivering Training Programme on Neuro Linguistic Programming, Hypnotherapy Treatments, counseling to students for overseas studies, with the intent of carrying on the Business of Education and Skill Developments amongst the masses of India and Abroad by own self and/or through any other Individual, Association of Persons or on commission basis on such Body or Otherwise for self or for and on behalf of any third party under an Agreement or Understanding whether Written or Otherwise and on such terms and conditions as the Company may deem fit.
4. To carry on the business as manufacturers, manufacturer's representatives, exporters, importers, producers, processors, factors, agents, consignors, consignees, dealers and distributors of all classes, kind, type, nature and description of paper, boards and pulp including but without limiting the generality of the forgoing writing paper, printing, paper, insulation paper, absorbent paper, news paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper antique paper, ivory-finish paper, coated paper, art paper, chromo paper, bank or bond paper, badami brown or buff paper, bible paper, cartridge paper, cloth lined paper, azurelaid and woven paper, creanlaid paper, grease proof paper, gummed paper, base and body paper for waxing laminating and sensitizing paper, kraft paper, manila paper, envelop paper tracing paper, vellum paper, water-proof paper, carbon paper, sensitized paper, chemically treated paper, litmus paper, photographic paper glass paper, emery paper, paste paper, card boards, straw boards, pulp boards, leather boards, nill board, corrugated board, duplex anv triplex board, hard board and plywood board, art card, chromo pulp and all kind of article in the manufacture of which in and from of paper board or pulp is used and also to deal in or manufacture any other article or things of character similar or analogous to forgoing or any of them or connected therewith and to give special treatment thereto whether chemically electrically, mechanically operated plants, machineries etc. or otherwise and to use any kind of technique method, mode, formula and knowhow and whatever materials and substances.

**Details of Directors / Key Managerial Personnel Appointed / Resigned:**

During the year under review, none of the directors were appointed, re-appointed or ceased to be the director of the Company.

However, Mr. Dinesh N. Desai, Managing Director and Mr. Pankhil Dinesh Desai, Director of the Company had been resigned and Mr. Mohit Desai had been appointed as a Director w.e.f 02<sup>nd</sup> September, 2017.

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

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

**Deposit :**

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

**Details of Significant and Material Orders passed by Regulators or Courts or Tribunals:**

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

**Internal Financial Controls:**

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

**8. Director's Responsibility Statement:**

As required under the provisions of Section 134(3)(c) of the Act, your Directors report that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**9. Adoption of New Set of Articles of Association and Altered Memorandum of Association:**

The Company had adopted new set of Articles of Association as per Companies Act, 2013 and Altered Memorandum of Association by adding new main object clause by way of passing special resolution through Postal Ballot Dated 25.01.2017

**10. Details of Meetings of the Board and its Committees:-**

The Board of Directors met Five (5) times during the financial year 2016-17, and the details of the meeting are as follows:-

<b>Sr. No</b>	<b>Date of Meeting</b>	<b>Attendance of Directors</b>
1	30.05.2016	All Directors
2	13.08.2016	All Directors
3	14.11.2016	All Directors
4	14.12.2016	All Directors
5	25.01.2017	All Directors
6	13.02.2017	All Directors

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

As per Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors without the attendance of Non-Independent Directors was held on January 24, 2017 to discuss the agenda items as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The independent directors reviewed the performance of non-independent directors and the Board as whole, reviewed the performance of the chairperson of the company taking into account the views of executive and non executive directors and assessed the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

**Committee's Meetings:**

The Audit Committee met Four (4) times during the financial year 2016-17, and the details of the meeting are as follows:

<b>Sr. No</b>	<b>Date of Meeting</b>	<b>Attendance of Members</b>
1.	30.05.2016	Chairman & all other members were present
2.	13.08.2016	Chairman & all other members were present
3.	14.11.2016	Chairman & all other members were present
4.	13.02.2017	Chairman & all other members were present

The Nomination & Remuneration Committee met Two (2) time during the financial year 2016-17, and the details of the meeting are as follows.

<b>Sr. No</b>	<b>Date of Meeting</b>	<b>Attendance of Members</b>
1.	30.05.2016	Chairman & all other members were present
2.	13.02.2017	Chairman & all other members were present



**Committee's Composition:**

The Compositions of Audit Committee, Stakeholder Relationship Committee & Nomination & Remuneration Committee as on 31<sup>st</sup> March, 2017 are as follows:

Name of the Members	Chairman/Member
Mr. Atul Shah	Chairman
Mr. Rajendrakumar Gandhi	Member
Mrs. Ashita Sharma	Member

**11. Corporate Governance And Management Discussion And Analysis Report:****Corporate Governance:-**

Pursuant to Regulations 15 of SEBI (LODR) Regulations, 2015, Corporate Governance provisions as specified is not applicable to the Company, since the paid up share capital of the Company and the Net worth is below the threshold limits prescribed under SEBI (LODR).

**Management Discussion and Analysis Report:-**

In terms of the Regulations 34(e) of SEBI (LODR) Regulations, 2015, Management Discussion and Analysis is set out in the Annual Report as “**Annexure –I**”

**12. Related Party Transactions:**

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. No advance is / was paid for entering into related party transactions. The prices paid to the related party transactions are based on the ruling market rate at the relevant point of time. The requisite details in form AOC – 2 is attached herewith as “**Annexure –II**” which forms part of the Directors Report.

**13. Extract Of The Annual Return:**

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 ( 1 ) of Companies ( Management and Administration ) Rules, 2014 the extract of the Annual Return in form MGT 9 for the Financial Year ended on 31st March, 2017 is annexed as “**Annexure III**” to this Report.

**14. PARTICULARS OF EMPLOYEES:**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in “**Annexure –IV**” that forms part of this Board Report

There was no employee drawing remuneration requiring disclosure under the Rule 5 ( 2 ) of Companies ( Appointment and Remuneration of Managerial Personnel ) Rules, 2014.

**15. Auditors And Auditors Report:****Statutory Auditors:-**

The Auditors M/s. Loonia & Associates, Chartered Accountants, Ahmedabad hold office until the conclusion of the ensuing Annual General Meeting and have expressed their willingness to be reappointed. The Company has received a letter from a member of the Company proposing the name of M/s. Loonia & Associates, Chartered Accountants as a Statutory Auditor of the Company. Members of the Company at the 20<sup>th</sup> Annual General Meeting of the Company have appointed M/s. Loonia & Associates, Chartered Accountants as auditors of the Company upto 24<sup>th</sup> Annual General Meeting of the Company. In accordance with the provision of Section 139 of the Companies Act, 2013 members are requested to ratify the appointment of the auditors for the balance term to hold office from the conclusion of the 23<sup>rd</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual

General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The Company has received a certificate from the Auditors to the effect that their appointment if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013.

**Secretarial Auditors and their Report:-**

Pursuant to provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s Niki Patawari & Associates, a Company Secretary in whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report in the form MR-3 is annexed herewith as “Annexure –V”

**16. Explanations or Comments by the Boar on Qualifications, Reservations or Adverse Remark or Disclaimers:-**

The Notes on Financial Statements referred to in the Auditor’s Report are Self-explanatory and do not call for any further comments.

There is no qualification, reservation or adverse remarks made in the statutory auditors report except *disqualification of two directors as per Section 164(2) of the Companies Act, 2013.*

As informed by our Director Mr. Dinesh Desai and Mr. Pankhil Desai regarding disqualification under Section 164(2) of the Companies Act, 2013, they have informed that both the directors have already resigned from such Companies which have non compliance with respect to filing of Annual Return and such Companies have even not filed the resignation form from Company’s side under Registrar of Companies

As regards in observations in Secretarial Audit Report regarding:

- *I further report that during the year under review, the Company had not appointed any Company Secretary till date.*

The Company is in search of qualified Company Secretary for the vacant post and also given advertisement in the newspaper for the same. However, the Company is unable to found suitable candidate for the respective post.

- *I further report Chief Financial Officer of the company is not appointed by the company during the year.*

As post of Chief Financial Officer, requires sound knowledge and expertise in the field of finance, business, etc and due to the change in object of the Company, the Company doesn’t able to appoint suitable person in the said category.

- *I further report that the Company had not given any newspaper advertisement with respect to intimation of Board Meeting as per Securities & Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Company is giving regularly advertisement for financial results, annual general meeting, postal ballot and all other required disclosure. However, due to oversight, we are unable to intimate Board Meeting notice in newspaper. The said mistake had been rectified.

- *I further report that Mr. Dinesh Desai, Managing Director and Mr. Pankhil Desai, Director of the Company had been disqualified as per Section 164(2) of the Companies Act, 2013.*

As explained and informed by Mr. Dinesh Desai, Managing Director and Mr. Pankhil Desai, Director of the Company they have already resigned from the post of Director in which there is non-compliance of filing annual return as prescribed under Companies Act, 2013. However, the said effect had not been updated by respective Companies in Registrar of Companies. However, at the time of knowing the said fact and for better compliance, Mr. Dinesh Desai and Mr. Pankhil Desai had been resigned from the post of Director w.e.f 02<sup>nd</sup> September, 2017.

#### **17. Conservation Of Energy, Technology Absorbtion And Foreign Exchange Earnings And Outgo:**

##### **A. Conservation of Energy :**

The Company consumes minor power and hence no details are required to be disclosed.

##### **B. Research & Development:**

The Company has no specific Research & Development Department.

##### **C. Foreign Exchange Earnings and Expenditure:**

Nil

#### **18. D-Materialization Of Shares:**

The ISIN for the equity shares is INE156M01017. As on 31<sup>st</sup> March, 2017 total 2614200 Equity Shares of the Company have been d-materialized. Members of the Company are requested to d-materialize their shares.

#### **19. Particulars Of Loans / Guarantees / Investment:**

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

#### **20. Risk Management Policy**

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

#### **21. Declaration By Independent Directors:**

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015:

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

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

#### **22. Material Changes And Commitments:**

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

**23. Corporate Social Responsibility:**

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

**24. Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:**

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the Financial Year 2016-17 and hence no complaint is outstanding as on 31.03.2017 for redressal.

**25. Annual Performance Evaluation:**

In compliance with the provisions of the Act and Regulation of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the performance evaluation was carried out as under:

**Board:**

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

**Committees of the Board:**

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

**Individual Directors:**

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

Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

**26. Policy On Directors Appointment And Remuneration:**

The Managerial remuneration has been paid / provided in accordance with the remuneration policy and requisite approvals mandated by section 197 r/w schedule V to the Companies act, 2013.

**27. Appreciation:**

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

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

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

**By order of the Board of Directors**

**Place : Ahmedabad**

**Date : 02.09.2017**

**Mohit Desai  
(Managing Director)**

**Annexure -I to the Report of Board of Director****MANAGEMENT DISCUSSION AND ANALYSIS 2016-17****(a) BusinessScenario:**

Financial Year 2016-2017 was a year of strong performance for Yuranus Infrastructure Limited as we continued to reap the benefit. India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's with approximately 15 per cent of total exports. The textile industry employs about 51 million people directly and 68 million people indirectly. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

**(b) Opportunities andThreats:****Opportunities:-**

The Indian Textile Industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. Urbanization is expected to support higher growth due to change in fashion & trends. Technological advancement along with favourable Government policies should act as a Catalyst in Textile Sector Growth. Abundant raw material availability helps control costs and reduces lead-time across operations. Strong relationship with local customers.

**Threats:-**

Striking a balance between the quality and price of products. Striking a balance between demand and supply. Satisfying the demands of people all across the globe and at the same time, steadily improving the quality of the products. Geographical disadvantage.

**(c) Outlook and Future Prospects:**

The Indian textiles industry, currently estimated at around US\$ 120 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 4 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP). The textiles sector has witnessed a spurt in investment during the last five years. The Industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 2.47 billion during April 2000 to March 2017. The India government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under automatic route. The Indian cotton textile industry is expected to showcase a stable growth in FY 2017-18, supported by stable input prices, healthy capacity utilization and steady domestic demand.

**(d) Risks & Concerns:**

The unit leads to a significant rise in labour cost which greatly impacts the profit margin. In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success. Increased competition between local and International suppliers of the product, the Company believes that its year of experience, quality, research and development, brand image and customer loyalty are success factors to sustain even in the global economic scenario.

**(e) Subsidiaries/Joint Ventures:**

The Company does not have subsidiaries, associates and joint venture companies.

**(f) Human Resources:**

The Company's relations with the employees continued to be cordial and harmonious relations with its employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company.

**(g) Financial Results:**

(Amount in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>Gross Income</b>	<b>2,995,510</b>	<b>1,230,145</b>
<b>Profit before Interest, Depreciation &amp; tax</b>	<b>3,35,258</b>	<b>2,97,430</b>
<b>Less : Interest</b>	<b>6206</b>	<b>6917</b>
<b>Less : Depreciation</b>	<b>3,012</b>	<b>5,006</b>
<b>Profit before exceptional items and tax</b>	<b>326,040</b>	<b>285,507</b>
<b>Add : Exceptional Items</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit before Tax</b>	<b>326,040</b>	<b>285,507</b>
<b>Less : Provision for Tax</b>	<b>99,000</b>	<b>72,000</b>
<b>Profit after tax</b>	<b>227,040</b>	<b>213,507</b>
<b>Add : Profit/(Loss) brought forward from previous year</b>	<b>(1,61,34,892)</b>	<b>(1,63,48,399)</b>
<b>Balance Carried Forward to Next Year</b>	<b>(15,907,852)</b>	<b>(16,134,892)</b>

**(h) Segment –Wise or product wise performance:**

The Company operates in only single segments. Hence segment wise performance is not applicable.

**(i) Internal Control Systems and their adequacy:**

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate systems of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorized utilization. As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as information Security Assurance Services is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

**(j) Cautionary Statement:**

This report describes the company's activities; projection about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual result may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

Company follows all mandatory Accounting Standards.

**For Yuranus Infrastructure Limited**

Place: Ahmedabad

Mohit Desai  
Managing Director

Date: 02.09.2017

**Annexure -II to the Report of Board of Director**

**FORM NO. AOC-2**

**Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sr. No.	Particulars	Details of transactions
a)	Name (s) of the related party & nature of relationship	No transactions / contracts were entered which were not at arm's length.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/ arrangements/ transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any :	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Details of transactions
a)	Name (s) of the related party & nature of relationship loan w/o interest	There were no specific contract or arrangements were made between Related Parties.
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/ arrangements/ transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any :	NA
e)	Date of approval by the Board, if any :	NA
f)	Amount paid as advances, if any :	Nil



**Annexure -III to the Report of Board of Director**

**Extract of Annual Return as on the Financial Year ended on 31<sup>st</sup> March, 2017  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]**

**1. Registration And Other Details:**

<b>i.</b>	CIN	L74110GJ1994PLC021352
<b>ii.</b>	Registration Date	22.02.1994
<b>iii.</b>	Name of the Company	Yuranus Infrastructure Limited
<b>iv.</b>	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Govt. Company
<b>v.</b>	Address of the Registered office and contact details	201,2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad. – 380015, Gujarat  Email : info@yuranusinfra.com Telephone : 079 – 40082820/21 Fax No. 079 - 26560115 <a href="http://www.yuranusinfra.com">www.yuranusinfra.com</a>
<b>vi.</b>	Whether listed company	Yes/No
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Pvt. Limited, Unit No 303, 3rd Floor Shoppers Plaza V, Opp Municipal Market,Behind Shoppers Plaza II, Off C G Road, Ahmedabad 380009

**2. Principal Business Activities Of The Company:**

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

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

**3. Particulars Of Holding, Subsidiary And Associate Companies:**

Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary  /Associate	%of shares held	Applicable Section
NIL				

#### 4. SHARE HOLDING PATTERN (Equity Share Capital Breakup As Percentage Of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during The year
	D-mat	Physical	Total	% of Total Shares	D-mat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1556100	-	1556100	44.46	1556100	-	1556100	44.46	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	<b>1556100</b>	-	<b>1556100</b>	<b>44.46</b>	1556100	-	1556100	44.46	-
<b>2) Foreign</b>									
g) NRIs- Individuals	-	-	-	-	-	-	-	-	-
h) Other- Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>B. Public Share Holding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian	58435	251900	310335	8.87	14158	251900	266058	7.20	(44277)

(ii) Overseas									
<b>b) Individuals</b>									
(i) Individual shareholders holding nominal share capital up to ₹ 2 lakh	182256	336000	518256	14.81	271662	333000	604662	17.28	86406
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	807059	265000	1072059	30.63	752726	265000	1017726	28.91	(54333)
<b>c) Clearing Member</b>	-	-	-	-	4161	-	4161	0.12	4161
<b>d) Non Resident Indians</b>	-	35900	35900	1.03	-	35900	35900	1.03	-
<b>e) Any Others</b>	<b>7350</b>	-	<b>7350</b>	<b>0.21</b>	15393	-	15393	1.00	8043
Sub-total (B)(2)	<b>1055100</b>	<b>888800</b>	<b>1943900</b>	<b>55.54</b>	<b>1058100</b>	<b>885800</b>	<b>1943900</b>	<b>55.54</b>	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>1055100</b>	<b>888800</b>	<b>1943900</b>	<b>55.54</b>	<b>1058100</b>	<b>885800</b>	<b>1943900</b>	<b>55.54</b>	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>2611200</b>	<b>888800</b>	<b>3500000</b>	<b>100</b>	<b>2614200</b>	<b>885800</b>	<b>3500000</b>	<b>100</b>	-

**ii) Shareholding of Promoters and Promoter Group**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumber red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumber red to total shares	
1.	Dinesh Navinchandra Desai	833800	23.82	-	833800	23.82	-	-
2.	Leena Dinesh Desai	529200	15.12	-	529200	15.12	-	-
3.	Mayur Navinchandra Desai	150000	4.29	-	150000	4.29	-	-

4.	Pankhil Dineshbhai Desai	9100	0.26	-	9100	0.26	-	-
5.	Kalgi Pankhil Desai	10000	0.29	-	10000	0.29	-	-
6.	Mohit Dinesh Desai	9000	0.26	-	9000	0.26	-	-
7.	Nisha Mohit Desai	10000	0.29	-	10000	0.29	-	-
8.	Ila Mayur Desai	5000	0.14	-	5000	0.14	-	-
	<b>Total</b>	<b>1556100</b>	<b>44.46</b>	<b>-</b>	<b>1556100</b>	<b>44.46</b>	<b>-</b>	<b>-</b>

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

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dinesh Navinchandra Desai				
	At the beginning of the year	833800	23.82	833800	23.82
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	Nil	Nil	NA	NA
	<b>At the End of the year</b>	833800	23.82	833800	23.82
2.	Pankhil Dinesh Desai				
	At the beginning of the year	9100	0.26	9100	0.26
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	Nil	Nil	NA	NA
	<b>At the End of the year</b>	9100	0.26	9100	0.26
3.	Mohit Dinesh Desai				
	At the beginning of the year	9000	0.26	9000	0.26
	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	Nil	Nil	NA	NA
	<b>At the End of the year</b>	9000	0.26	9000	0.26

iv) Shareholding pattern of top ten shareholders ( Other than Directors & Promoters)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2016)		Shareholding at the end of the year (31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Aabhar Holdings Pvt Ltd	249400	7.13	249400	7.13
2.	Satyanarayan J Kabra	209600	5.99	209600	5.99
3.	Jainam Bharat Shah	130000	3.71	130000	3.71
4.	Jayshree Bharat Shah	115000	3.29	115000	3.29
5.	Abubakar Abdulla Malbari	79621	2.27	79021	2.27
6.	Maulik Arunbhai Shah	150000	4.29	71005	2.03
7.	Bharat Chhabildas Shah	82500	2.36	82500	2.36
8.	Atulbhai Kantilal Dagli	3929	0.11	55389	1.58
9.	Kinjal Kintan Shah	47400	1.35	44900	1.28
10.	Vijay Choudhart	39900	1.14	39900	1.14

v) Shareholding of Directors and Key Managerial personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dinesh Navinchandra Desai	833800	23.82	833800	23.82
2.	Pankhil Dineshbhai Desai	9100	0.26	9100	0.26

vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

( ₹ in Lacs )

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	<i>NIL</i>			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition				

- Reduction	
Net Change	
Indebtedness at the end of the financial year	
i) Principal Amount	
ii) Interest due but not paid	
iii) Interest accrued but not due	
Total (i+ii+iii)	

**vii) Remuneration Of Directors And Key managerial Personnel**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

The Company had paid Rs. 3.00 lacs Remuneration to Mr. Dinesh Desai, Managing Director of the Company.

**B. Remuneration to other directors**

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

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

( ₹ In Lacs )

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
<b>1.</b>	Gross salary				
(a)	Salary as per provisions contained in Income-tax Act,1961	-	-	-	-
(b)	Value of perquisites u/s17(2)Income-taxAct,1961	-	-	-	-
(c)	Profits in lieu of salary under Section17(3)Income-taxAct,1961	-	-	-	-
(d)	Others, please Specify	-	-	-	-
	Total	-	-	-	-

**viii) Penalties/Punishment/Compounding of offences**

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

**Annexure - IV to the Report of Board of Director**

**Disclosure under Section 197 (12) and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31<sup>st</sup> March, 2017

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Remuneration per annum (Amount in Lakhs)</b>	<b>Median Remuneration per annum (Amount in Lakhs)</b>	<b>Ratio</b>
1	Mr. Dinesh Desai	<b>3.00</b>		
2	Mr. Pankhil Desai	-	-	<b>N.A.</b>
3	Mr. Atul Shah	-	-	<b>N.A.</b>
4	Mr. Rajendrakumar Gandhi	-	-	<b>N.A.</b>
5	Mrs. Ashita Sharma	-	-	<b>N.A.</b>

2. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the Financial Year 2016-17 compared to 2015 -16 : NA as the Company had not paid any Director Remuneration in the past financial year 2015-16
3. Percentage increase in median remuneration of employees in the financial year around NIL
4. The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2017 – 3
5. Remuneration of employees is in line with the current year's performance, market dynamics and as a measure to motivate the employees for better future performance to achieve organization's growth expectations.
6. Pursuant to Rule 5 (1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

**Annexure 'V'**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31st March, 2017**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies*

*(Appointment and Remuneration Personnel) Rules, 2014]*

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Yuranus Infrastructure Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (vi) Environment Protection Act, 1986 and other environmental laws
- (vii) Indian Contract Act, 1872
- (viii) Income Tax Act, 1961 and Indirect Tax Laws
- (ix) Indian Stamp Act, 1999
- (x) Industrial Dispute Act, 1947
- (xi) Minimum Wages Act, 1948
- (i) Negotiable Instruments Act, 1881
- (ii) Payment of Bonus Act, 1965
- (iii) Payment of Gratuity Act, 1972
- (iv) Payment of Wages Act, 1936 and other applicable labour laws



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Observations:-

1. *I further report that during the year under review, the Company had not appointed any Company Secretary till date.*
2. *I further report Chief Financial Officer of the company is not appointed by the company during the year.*
3. *I further report that the Company had not given any newspaper advertisement with respect to intimation of Board Meeting as per Securities & Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015*
4. *I further report that Mr. Dinesh Desai, Managing Director and Mr. Pankhil Desai, Director of the Company had been disqualified as per Section 164(2) of the Companies Act, 2013.*

I further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meeting are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Ahmedabad**

**Niki Patawari**

**Date: 31.08.2017**

**ACS No.: 34234 CP No.: 13066**

## **INDEPENDENT AUDITORS' REPORT**

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

### **Report on the Financial Statements:**

We have audited the accompanying standalone financial statements of Yuranus Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements:**

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

### **Auditors' Responsibility:**

Our responsibility is to express an opinion on standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31<sup>st</sup>, 2017;
- (ii) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent possible.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the Directors as on March 31, 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31<sup>st</sup> 2017, from being appointed as a Director in terms of Section 164(2) of the Act. ***However, as per our opinion, two of the Directors Mr. Dinesh Desai and Mr. Pankhil Desai has been disqualified in terms of Section 164(2) of the Companies Act, 2013***
  - f. With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in Annexure "B" may be referred;
  - g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;

- iii. There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management.

**For Loonia & Associates.  
Chartered Accountants  
(F.R.No.130883W)**

**Place: Ahmedabad  
Date: May 30, 2017**

**Hitesh Loonia  
(Proprietor)  
M.NO.-135424**

### **Annexure A to Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date

**1. In respect of the Company's fixed assets:**

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets were physically verified by the management at reasonable intervals during the year in a phased periodical manner in accordance with a programmed of physical verification. No material discrepancies were noticed on such physical verification.
- c) All the title deed of Immovable Properties are held in the name of the company except permission granted by the company.

**2. In respect of the Company's inventories:**

As per information, explanation and records produced and given to us, there were no inventories during the year and hence no physical verification and maintenance of records is required.

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

According to the information & explanations given to us, the Company has not granted any loan to companies, firms, LLP's or other parties covered in the register maintained u/s. 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposit covered under Section 73 to 76 of the Companies Act, 2013 during the year.
6. According to the information and explanations provided by the Company, the Central Government has not prescribed to Maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of product of the Company.
7. According to the information and explanations given to us, in respect of statutory dues:
  - a) According to the records of the Company, undisputed statutory dues including provident fund, employee state insurance, sales tax, wealth tax, service tax, income tax, custom duty, excise duty, value added tax, cess and other material statutory dues have been generally regularly deposited with appropriate authorities, wherever applicable to it.

- b) According to information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, or duty of custom or duty of excise or value added tax or cess and other statutory bodies which have remained outstanding as on 31st March, 2017 for a period of more than six months from the date they become payable. Further, as per information and explanations, there are no such statutory dues which have not been deposited on account of any dispute.
8. The Company does not have any loans or borrowings from any bank or financial institution or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
  9. In our opinion and according to the information and explanations given to us, the Company had not raised any term loans during the year. The Company has not raised moneys by way of initial public offer or further public offer. Accordingly, paragraph 3(ix) of the Order is not applicable.
  10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
  11. In our opinion and according to the information and explanations given to us, the Managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by section 197 r/w schedule V to the Companies act, 2013.
  12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
  13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
  14. According to information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year in terms of section 42 of the Act. Accordingly, paragraph 3(xiv) of the Order is not applicable.
  15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
  16. The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

**For Loonia & Associates.  
Chartered Accountants  
(F.R.No.130883W)**

**Place: Ahmedabad  
Date: May 30, 2017**

**Hitesh Loonia  
(Proprietor)  
M.NO.-135424**

## **Annexure B to Independent Auditors' Report**

(Referred to in paragraph 2 (f) under „Report on Other Legal and Regulatory Requirements“ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

### **Management's Responsibility for Internal Financial Controls:**

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility:**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that –

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Loonia & Associates.  
Chartered Accountants  
(F.R.No.130883W)**

**Place: Ahmedabad  
Date: May 30, 2017**

**Hitesh Loonia  
(Proprietor)  
M.NO.-135424**



**YURANUS INFRASTRUCTURE LIMITED**  
**BALANCE SHEET AS ON MARCH 31st, 2017**

PARTICULARS	Note No.	As at 31.03.2017		As at 31.03.2016	
		₹	₹	₹	₹
<b>I. EQUITY AND LIABILITIES</b>					
<b>1. Shareholders' funds</b>					
(a) Share Capital	2	35,000,000		35,000,000	
(b) Reserves and Surplus	3	(15,907,852)		(16,134,892)	
			19,092,148		18,865,108
<b>2. Non- current liabilities</b>					
(a) Long-term borrowings		-		-	
<b>3. Current Liabilities</b>					
(a) Trade payables	4	1,178,672		761,072	
(b) Short term provisions	5	129,000		72,000	
			1,307,672		833,072
<b>TOTAL</b>			<b>20,399,820</b>		<b>19,698,180</b>
<b>II ASSETS</b>					
<b>1. Non-current assets</b>					
(a) Fixed assets					
(i) Tangible assets	6	94,944		97,956	
(b) Long-term loans and advances	7	18,972,268		17,758,024	
			19,067,212		17,855,980
<b>2. Current assets</b>					
(a) Trade receivables	8	1,018,165		1,228,979	
(b) Cash and Cash Equivalents	9	314,443		587,957	
(c) Short Term loans & Advances	10	-		25,264	
			1,332,608		1,842,200
<b>TOTAL</b>			<b>20,399,820</b>		<b>19,698,180</b>
Significant accounting policies and notes to accounts					
<b>For and on behalf of the Board</b>				<b>As per our report of even date</b>	
<b>For Yuranus Infrastructure Ltd</b>				<b>Loonia &amp; Associates</b>	
				<b>Chartered Accountants</b>	
				<b>(FRN:130883W)</b>	
<b>Dinesh Desai</b>	<b>Pankhil Desai</b>				
<b>Director</b>	<b>Director</b>				
<b>Place : Ahmedabad</b>		<b>Hitesh Loonia</b>			
<b>Date: 30.05.2017</b>		<b>Proprietor</b>			
		<b>M.No. 135424</b>			

**YURANUS INFRASTRUCTURE LIMITED**  
**PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED ON MARCH 31st, 2017**

	PARTICULARS	Note No.	As at 31.03.2017		As at 31.03.2016	
			₹	₹	₹	₹
I	<b>Revenue from Services</b>	11	2,703,636		918,432	
	<b>Other Income</b>	12	291,874		311,713	
	<b>Total Revenue</b>			<b>2,995,510</b>		<b>1,230,145</b>
II	<b>Expenses</b>					
	Purchase of Traded Goods		1,572,120			
	Employee benefits expense	13	530,000		180,000	
	Finance Costs	14	7,421		6,917	
	Depreciation and amortization expense		3,012		5,006	
	Other expense	15	556,917		752,715	
	<b>Total Expense</b>			2,669,470		944,638
III	<b>Profit before exceptional and extraordinary items and tax (I - II)</b>			326,040		285,507
IV	<b>Exceptional Items</b>			-		-
V	<b>Profit before extraordinary items and tax (III - IV)</b>			326,040		285,507
VI	<b>Extraordinary items</b>			-		-
VII	<b>Profit before tax (V - VI)</b>			<b>326,040</b>		<b>285,507</b>
VIII	<b>Tax expense:</b>					
	(1) Current tax		99,000		72,000	
	(2) Deferred tax		-		-	
				99,000		72,000
IX	<b>Profit/(Loss) for the period (VII - VIII)</b>			<b>227,040</b>		<b>213,507</b>
XVI	<b>Earnings per equity share:</b>	16				
	(1) Basic			0.06		0.06
	(2) Diluted			0.06		0.06
	See accompanying notes to the financial					
For and on behalf of the Board For Yuranus Infrastructure Ltd					As per our report of even date Loonia & Associates Chartered Accountants (FRN:130883W)	
Dinesh Desai Director Place : Ahmedabad Date: 30.05.2017		Pankhil Desai Director		Hitesh Loonia Proprietor M.No. 135424		

**YURANUS INFRASTRUCTURE LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	Particulars	AS AT 31/03/2017		AS AT 31/03/2016	
		₹	₹	₹	₹
<b>A.</b>	<b>Cash Flow from Operating Activities</b>				
	Net Profit before tax and Extraordinary Items		326,040		285,507
	Adjusted for				
	Depreciation and amortization expense	3,012	3,012	5,006	
			<b>329,052</b>		<b>290,513</b>
	<b>Operating Profit before Working Capital Changes</b>				-
	Adjusted for				
	Trade Receivable	210,814		(432,562)	
	Short term Loans & Advances	25,264		(25,264)	
	Trade Payable, Other Current Liabilities	417,600		(40,000)	
	Short term Provisions	57,000	710,678	(6,500)	(504,326)
	<b>Cash generated from Operating Activities</b>		<b>1,039,730</b>		<b>(213,813)</b>
	Adjustment related to previous year				
	Less : Direct Tax Paid		(99,000)		(72,000)
	<b>Net Cash flow Operating Activities</b>		<b>940,730</b>		<b>(285,813)</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>				
	<b>Net Cash used in Investing Activities</b>		-		-
<b>C.</b>	<b>Cash Flow from Financing Activities</b>				
	(Increase) / Decrease in Long Term Loan & Advances	(1,214,244)		2,855,831	
	Increase / (Decrease) in Long Term Borrowings	-	(1,214,244)	(2,017,500)	838,331
	<b>Net Cash used in Financing Activities</b>		<b>(1,214,244)</b>		<b>838,331</b>
	<b>Net increase in Cash and Cash Equivalents ( A + B + C )</b>		<b>(273,514)</b>		<b>552,518</b>
	<b>Opening Balance of Cash and Cash Equivalents</b>		<b>587,957</b>		<b>35,439</b>
	<b>Closing Balance of Cash and Cash Equivalents</b>		<b>314,443</b>		<b>587,957</b>
For and On Behalf of the Board <b>For Yuranus Infrastructure Limited</b>		As per Our Report of Even Date <b>Loonia &amp; Associates</b> Chartered Accountants (FRN:130883W)			
<b>Dinesh Desai</b> Director	<b>Pankhil Desai</b> Director	<b>Hitesh Loonia</b> Proprietor M.No. 135424			
<b>Place : Ahmedabad</b>					
<b>Date: 30.05.2017</b>					

**Notes Forming Part of Financial Statements for the year ended 31st March, 2017:****NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Accounting:-**

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

**2. Use of Estimates:-**

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computations of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**3. Revenue Recognition :-**

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

**4. Fixed Assets:-**

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

**5. Depreciation:-**

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

**6. Inventories:-**

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

**7. Taxes on Income:-**

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

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

**8. Micro, Small and Medium Enterprises Development Act, 2006:-**

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

**9. Provisions, Contingent Liabilities and Contingent Assets:-**

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

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

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

**10. Cash Flow Statement:-**

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

**11. Earning Per Share:-**

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

**12. Employee Benefits :****Provident Fund:-**

The management is of the opinion that Provident Fund is not applicable to the Company as number of employees is less than that as required by law.

**Gratuity:-**

The provision of gratuity is not made by the Company. However, if payment on account of gratuity arises due to happening of any incidents as provided under the applicable provisions of law, the same will be accounted for on cash basis.

**Pension:-**

The management is also of the opinion that the payment under Pension Act is not applicable to the Company.

**13. Segment Information:-**

Currently, the Company deals in only one reportable segment i.e. Trading in Textiles and hence requirement of Accounting Standard 17 "Segment Reporting" issued by ICAI is not applicable.

**NOTES FORMING PART OF ACCOUNTS**

Particulars	On 31/03/2017		On 31/03/2016	
		₹		₹
<b>NOTE '2'</b>				
<b>SHARE CAPITAL</b>				
<b>-Authorised</b>				
40,00,000 (40,00,000) Equity Shares of Rs. 10/- each		40,000,000		40,000,000
<b>-Issued, Subscribed and Paid up</b>				
35,00,000 Equity Share Of Rs 10/- Each [Previous Year : 3500000 Equity Shares of Rs.10/- each]		35,000,000		35,000,000
<b>TOTAL</b>		<b>35,000,000</b>		<b>35,000,000</b>
<b>- Reconciliation of Shares:</b>	<b>Nos</b>	<b>Amt(₹)</b>	<b>Nos</b>	<b>Amt(₹)</b>
Opening Share Capital	3,500,000	35,000,000	3,500,000	35,000,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
TOTAL	3,500,000	35,000,000	3,500,000	35,000,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Closing Share Capital	<b>3,500,000</b>	<b>35,000,000</b>	<b>3,500,000</b>	<b>35,000,000</b>
<b>List of Share holders having 5% or more Shares (In Nos)</b>				
<b>Name Of Shareholders</b>	<b>In Nos</b>	<b>In %</b>	<b>In Nos</b>	<b>In %</b>
Dinesh N Desai	833,800	23.82	833,800	23.82
Leena D Desai	529,200	15.12	529,200	15.12
Aabhar Hodling Pvt. Ltd	249,400	7.13	249,400	7.13
Satyanarayan J Kabra	209,600	5.99	209,600	5.99

Particulars	31.03.2017	31.03.2016
<b>NOTE '3'</b>	₹	₹
<b>RESERVES AND SURPLUS</b>		
<b>Profit and Loss Account</b>		
Opening Balance	(16,134,892)	(16,348,399)
Add: Profit During The Year	227,040	213,507
Less: Proposed Dividend (Incl .Tax)	-	-
Transfer to Reserves	-	-
Bonus Shares	-	-
<b>Closing Balance</b>	<b>(15,907,852)</b>	<b>(16,134,892)</b>
<b>TOTAL</b>	<b>(15,907,852)</b>	<b>(16,134,892)</b>

<b>NOTE '4'</b>	₹	₹
<b>TRADE PAYABLES</b>		
<b>Trade Payables</b>		
For Expenses	1,178,672	761,072
<b>TOTAL</b>	<b>1,178,672</b>	<b>761,072</b>
<b>NOTE '5'</b>	₹	₹
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	99,000	72,000
Statutory Tax	30,000	-
<b>TOTAL</b>	<b>129,000</b>	<b>72,000</b>

Particulars	31.03.2017	31.03.2016
<b>NOTE '7'</b>	₹	₹
<b>LONG TERM LOANS AND ADVANCES</b>		
a) Security Deposits ( Unsecured, Considered Good)	51,000	6,000
b) Advance Income Tax / TDS - Unsecured, Considered Good	199,196	129,952
c) Others ( Advances recoverable in cash or in kind) Unsecured, Considered good	18,704,823	17,604,823
d) Balance with Statutory Authorities	17,249	17,249
<b>TOTAL</b>	<b>18,972,268</b>	<b>17,758,024</b>



<b>NOTE '8'</b>	<b>₹</b>	<b>₹</b>
<b>TRADE RECEIVABLES</b>		
Over Six Months	1,018,165	1,228,979
Below Six Months	-	-
( Debts Due by Directors and Other Related Parties )	-	-
<b>TOTAL</b>	<b>1,018,165</b>	<b>1,228,979</b>

<b>NOTE '9'</b>	<b>₹</b>	<b>₹</b>
<b>CASH AND BANK BALANCES</b>		
<b>-Cash and Cash Equivalent</b>		
Cash on Hand	38,483	396,815
<b>Balance with Banks</b>		
In Current Account	275,960	191,142
<b>TOTAL</b>	<b>314,443</b>	<b>587,957</b>

<b>NOTE '10'</b>	<b>₹</b>	<b>₹</b>
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
TDS receivable		18,264
Advance recoverable in cash or in kind	-	7,000
<b>TOTAL</b>	<b>-</b>	<b>25,264</b>

<b>Particulars</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
<b>NOTE '11'</b>	<b>₹</b>	<b>₹</b>
<b>REVENUE FROM OPERATIONS</b>		
Sale of Goods	1,785,205	-
Sale of Services	918,431	918,432
<b>TOTAL</b>	<b>2,703,636</b>	<b>918,432</b>

<b>NOTE '12'</b>	<b>₹</b>	<b>₹</b>
<b>OTHER INCOME</b>		
Interest Income	278,231	257,716
Short / Excess Provision	13,643	53,997
<b>TOTAL</b>	<b>291,874</b>	<b>311,713</b>
<b>NOTE '13'</b>	<b>₹</b>	<b>₹</b>
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus etc.	530,000	180,000
<b>TOTAL</b>	<b>530,000</b>	<b>180,000</b>
<b>NOTE '14'</b>	<b>₹</b>	<b>₹</b>
<b>FINANCE COSTS</b>		
Interest Expense	5,635	5,155
Bank Charges	1,786	1,762
<b>TOTAL</b>	<b>7,421</b>	<b>6,917</b>
<b>NOTE '15'</b>	<b>₹</b>	<b>₹</b>
<b>OTHER EXPENSES</b>		
Advertisement Exp	33,250	110,655
Auditors' Remuneration - Audit Fee	29,500	29,500
ROC Filing Fees	14,220	14,168
Listing Fees	230,000	224,720
Legal & Professional Fees	166,758	205,870
Office Expenses	60,757	69,676
Insurance Expense	2,863	521
Courier Expenses	13,409	33,205
Website Development Charges	2,500	64,400
Telephone Expenses	3,661	-
<b>TOTAL</b>	<b>556,917</b>	<b>752,715</b>

**Yuranus Infrastructure Ltd**  
**AS AT 31/03/2017**

**Notes : 6**

**FIXED ASSETS**

( Amount in ₹ )

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	OPENING BALANCE	ADDITION	DEDUCTION	CLOSING BALANCE	OPENING BALANCE	ADDITION	DED.	CLOSING BALANCE	Current Year	Previous Year
Office Building	225,000	-	-	225,000	149,035	3,012	-	152,047	72,953	75,965
Furniture & Fixtures	55,888	-	-	55,888	53,854	-	-	53,854	2,034	2,034
Office Equipment	372,896	-	-	372,896	354,337	-	-	354,337	18,559	18,559
Vehicles	224,393	-	-	224,393	223,031	-	-	223,031	1,362	1,362
Computer	152,500	-	-	152,500	152,464	-	-	152,464	36	36
<b>TOTAL</b>	<b>1,030,677</b>	-	-	<b>1,030,677</b>	<b>932,721</b>	<b>3,012</b>	-	<b>935,733</b>	<b>94,944</b>	<b>97,956</b>
PREVIOUS YEAR	1,030,677	-	-	1,030,677	927,715	5,006	-	932,721	97,956	102,962

**Notes Forming Part of Balance Sheet & Profit and Loss Account:****16. Earnings per Share:-**

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Net Profit as per Profit & Loss Account	₹ 2,27,040.00	₹ 2,13,507.00
Number of Shares Outstanding during the year	35,00,000	35,00,000
Weighted Average Number of Equity Shares Outstanding during the year	35,00,000	35,00,000
Basic/ Diluted Earnings Per Share	0.06	0.06

**17. Deferred Taxation:**

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

**18. Details of Specified Bank Notes ( SBN) held and transacted during the period 08.11.2016 to 30.12.2016 as provided in the Table below:-**

( Amount in ₹ )

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	Nil	85,325	85,325
Permitted Receipts	Nil	Nil	Nil
Permitted Payments	Nil	18,735	18,735
Amount Deposited in Banks	Nil	Nil	Nil
Closing Cash in Hand as on 30.12.2016	Nil	66,590	66,590

**19. Related Party Disclosures:-**

List of Related Parties and Relationships:

**1. Relative Parties where significant interest exists:**

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

**2. Key Management Personnel & Relatives:**

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

## 3. Transactions during the year:

(Amount In ₹)

Particulars	Associates	Key Management Personnel (KMP)	Relatives of KMP	Total
Director Remuneration	Nil (Nil)	3,00,000 (Nil)	Nil (Nil)	3,00,000 (Nil)
Outstanding Balances – Cr.	Nil (Nil)	2,70,000 (Nil)	Nil (Nil)	2,70,000 (Nil)

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

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

For and on Behalf of the Board

Dinesh Desai  
Chairman cum Managing Director

Hitesh Loonia  
Proprietor

Pankhil Desai  
Director

M. No. 135424  
F.R.No. 130883W

Place: Ahmedabad  
Date: 30.05.2017

**YURANUS INFRASTRUCTURE LIMITED**

**Registered Office:** 201, 2<sup>nd</sup> Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrpur, Ahmedabad- 380015, Gujarat

Tel No. 07940082820/21, E-mail: [info@yuranusinfra.com](mailto:info@yuranusinfra.com), Website: [www.yuranusinfra.com](http://www.yuranusinfra.com)

**CIN:** L45200GJ1994PLC021352

**ATTENDANCE SLIP**

DP ID \_\_\_\_\_

(To be presented at the entrance)

Folio No. /Client ID \_\_\_\_\_

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company at 201,2<sup>nd</sup> Floor Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015. On Friday, 29<sup>th</sup> day of September, 2017 at 04.00 p.m.

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

\_\_\_\_\_  
Signature of the Member/ Proxy

**PROXY FORM**

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

**YURANUS INFRASTRUCTURE LIMITED**

**Registered Office:** 201, 2<sup>nd</sup> Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrpur, Ahmedabad- 380015, Gujarat

Tel No. 07940082820/21, E-mail: [info@yuranusinfra.com](mailto:info@yuranusinfra.com), Website: [www.yuranusinfra.com](http://www.yuranusinfra.com)

**CIN:** L45200GJ1994PLC021352

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./ Client ID:

DP Id:

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

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or falling him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or falling him;

As my/our proxy to attend and vote(on a poll) for me /us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the company to be held on Friday, 29<sup>th</sup> day of September, 2017 at 04.00 p.m. at 2<sup>nd</sup> Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	<b>Ordinary Business</b>		
1	Consider and adopt Financial Statements of the Company for the year ended 31st March,2017 together with the Reports of the Board of Directors and Auditors' thereon		
2	Appointment of Auditors of the Company and fixing their remuneration		
	<b>Special Business</b>		
3	Appointment of Mr. Mohit Dinesh Desai as Director of the Company		
4	Appointment of Mr. Mohit Dinesh Desai as a Managing Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of the Shareholder \_\_\_\_\_

Affix Revenue Stamp

\_\_\_\_\_  
Signature of first proxy holder      Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder