



YURANUS
INFRASTRUCTURE LTD.

CIN No.: L74110GJ1994PLC021352

CIN : L45200GJ1994PLC021352

Date: October 08, 2018

To,
Department of Corporate Service
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai-400 001

Dear Sir/Madam,

BSE SCRIP CODE: 536846

Sub: Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Submission of Annual Report for the 2017-2018.

With reference to the captioned subject and Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of the Company for the year ended on 2017-18

Please take note of the same.

Thanking you,

Yours truly,

For YURANUS INFRASTRUCTURE LIMITED

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MOHIT DESAI
MANAGING DIRECTOR



YURANUS INFRASTRUCTURE LIMITED

24th ANNUAL REPORT
2017-18

Annual General MeetingSaturday, 29th September, 2018**At**

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

Tel: +79-40082820/21

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

CIN: L74110GJ1994PLC021352

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NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 04.00 P.M. on Saturday, 29th day of September, 2018 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, 2018, Profit & Loss Account and Cash Flow Statement of the Company for the financial year ended on that date together with reports of the Board of Directors and Auditors thereon.

By order of the Board of Directors

Place: Ahmedabad

Date: 14.08.2018

**Mohit Desai
(Managing Director)**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members holding shares in physical form are requested to advise any change of communication address immediately to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 506 -508, 5th Floor, Near St. Xavier's College Corner, Opp. Wagh Bakri Tea Longue, off. C. G. Road, Ellisbridge, Ahmedabad – 380006.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
6. The register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personal and their share holding maintained under Section 170 of the Companies Act, 2013 read with Rules made there under would be available for inspection by the Members at the Registered Office of the Company on working days, except

Saturdays, Sundays and public holidays, between 10:00 A.M. to 04:00 P.M up to the date of the Annual General Meeting.

7. Members are requested to bring their copies of the company's annual report and accounts for the financial year ended 31st March, 2018. Members are also requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent of Company.
10. Members are requested to d-materialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE156M01017.
11. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d-mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
12. The route map showing direction to reach the venue of the 24th Annual General Meeting is given as a part of this Annual Report as per the requirements of the Secretarial Standard-2 on "General Meetings".
13. Queries on the Accounts and Operations of the Company, if any, may be sent to the company at its registered office atleast seven days in advance of the meeting with attention marked to Managing Director.

Voting Through Electronic Means:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Yuranus Infrastructure Limited ("the Company") is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Twenty Fourth Annual General Meeting ("AGM") scheduled to be held on Saturday, September 29, 2018, 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
- The voting period begins at 09.00 a.m. IST on Wednesday September 26th, 2018 and ends at 5.00 p.m. IST on Friday September 28th, 2018. 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 21st, 2018), 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 Friday September 28th, 2018.
- 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 21st, 2018.
- 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 21st, 2018 only shall be entitled

- The Company has appointed M/s. Niki Patawari & 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 and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.
- In case of any other queries, members may contact the Managing Director at the registered office of the company.

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

- Log on to the e-voting website www.evotingindia.com during the voting period.
- Click on the "Shareholders" tab
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in d-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

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

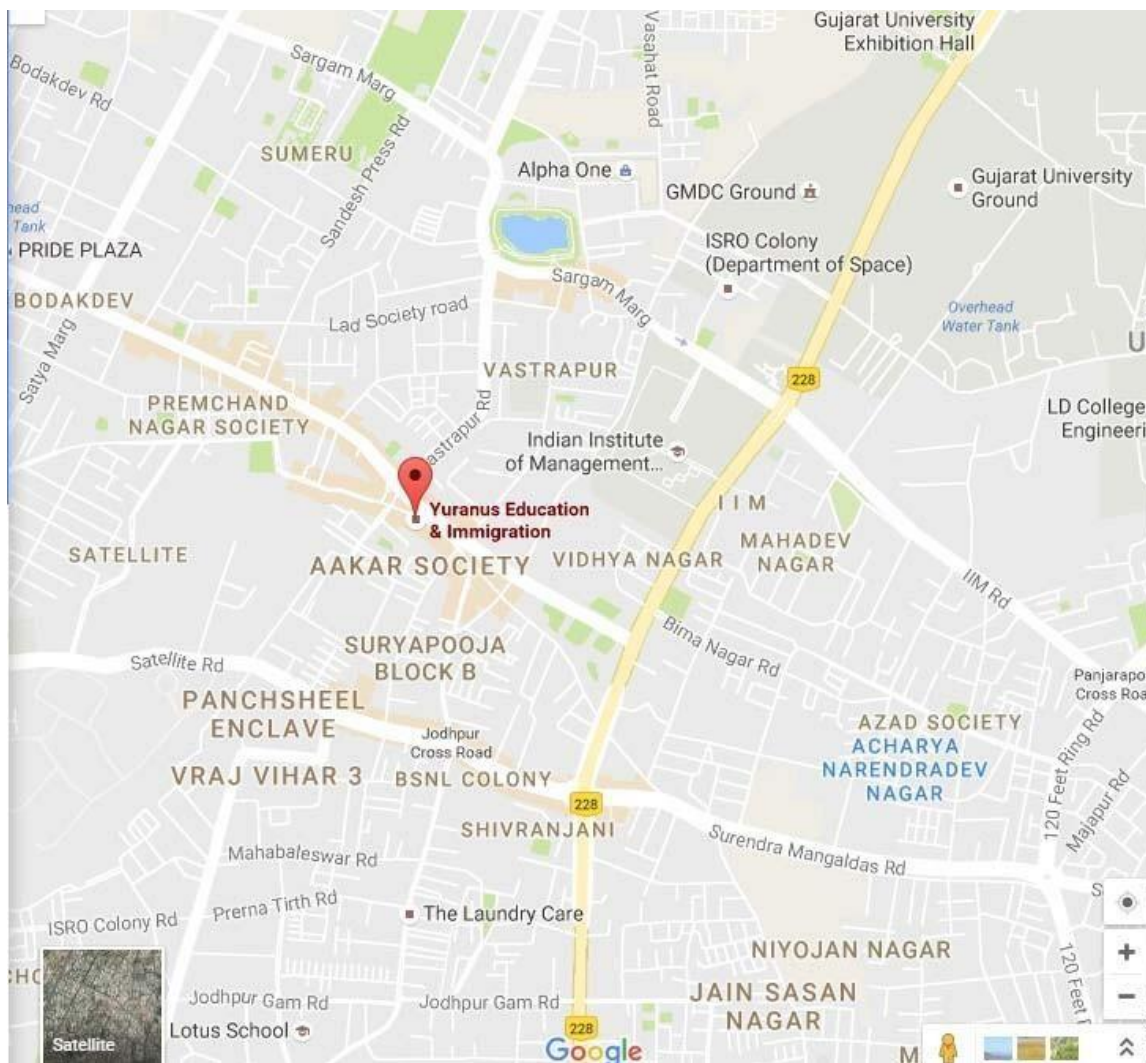
- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions

- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If D-mat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) Note for Institutional Shareholders**
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Place: Ahmedabad
Date: 14.08.2018

Mohit Desai
(Managing Director)

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

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

DIRECTORS' REPORT

To,
The Members of
Yuranus Infrastructure Limited
Ahmedabad.

The Directors take pleasure in presenting the 24th Annual Report together with Audited accounts of the Company for the year ended on 31st March, 2018 which they trust, will meet with your approval.

(Amount in Rs.)

1. <u>Financial Results:</u>	Year Ended	Year Ended
	31.03.2018	31.03.2017
Profit before Interest , Depreciation & Taxes	7,04,956	3,35,258
<u>Less :</u>		
Finance Cost	4,778	6206
Depreciation	4,000	3,012
Current Tax Provision	1,74,000	99,000
Deferred Tax Provision	Nil	Nil
Total	1,82,778	1,08,218
Net Profit/ (loss) After Tax	5,22,178	2,27,040

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

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

2. Operations:

The total sales and other income during the year have been Rs. 21,42,957 compared to Rs.29,95,510 in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 7,04,956 (P.Y. Rs. 3,35,258) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs. 5,22,178 (P.Y. Rs. 2,27,040).

3. Dividend:

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

4. Finance:

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

5. Share capital:-

The paid up equity share capital as at 31st March, 2018 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:**

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

Details of Directors / Key Managerial Personnel Appointed / Resigned:

During the year under review, Mr. Dinesh Desai and Mr. Pankhil Desai have resigned as a Director and Mr. Mohit Desai had been appointed as Managing Director of the Company w.e.f 02nd 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.

Vigil Mechanism:

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

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 for the financial year ended 31 March, 2018 the applicable accounting standards have been followed.
- (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 for the year ended 31 March, 2018 on a going concern basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and that 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. Details of Meetings of the Board and its Committees:-

The Board of Directors met Five (5) times during the financial year 2017-18, and the details of the meeting are as follows:-

Sr. No	Date of Meeting	Attendance of Directors
1	30.05.2017	All Directors
2	14.08.2017	All Directors
3	02.09.2017	All Directors
4	14.11.2017	All Directors
5	16.01.2018	All Directors
6	14.02.2018	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 10, 2018 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 2017-18, and the details of the meeting are as follows:

Sr. No	Date of Meeting	Attendance of Members
1.	30.05.2017	Chairman & all other members were present
2.	14.08.2017	Chairman & all other members were present
3.	14.11.2017	Chairman & all other members were present
4.	14.02.2018	Chairman & all other members were present

The Nomination & Remuneration Committee met Two (2) times during the financial year 2017-18, and the details of the meeting are as follows.

Sr. No	Date of Meeting	Attendance of Members
1.	22.05.2017	Chairman & all other members were present
2.	12.02.2018	Chairman & all other members were present

Committee's Composition:

The Compositions of Audit Committee, Stakeholder Relationship Committee & Nomination & Remuneration Committee as on 31st March, 2018 are as follows:

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

10. 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”

11. 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.

12. 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, 2018 is annexed as “Annexure III” to this Report.

13. 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.

14. Auditors and Auditors Report:**Statutory Auditors:-**

M/s Loonia & Associates, Chartered Accountants, have been appointed as the statutory auditors of the Company till the conclusion of the next Annual General Meeting to be held in the financial year 2019 - 20, subject to ratification of their appointment at every AGM. However, pursuant to the Companies Amendment Act 2017, which was notified on 7th May, 2018, the provision related to ratification of appointment of auditors by Members at every AGM has been done away with.

There are no qualifications, reservations or adverse remarks made in the Statutory Auditors of the Company.

Secretarial Auditors and their Report:-

Pursuant to provisions of Section 204 (1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has 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 2017-18. The Secretarial Audit Report in the form MR-3 is annexed herewith as “**Annexure –V**”

15. Explanations or Comments by the Board 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 auditor’s report.

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 the Company doesn’t able to appoint suitable person in the said category.

16. Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**A. Conservation of Energy :**

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

B. Research & Development:

The Company has no specific Research & Development Department.

C. Foreign Exchange Earnings and Expenditure:

Nil

17. D-Materialization Of Shares:

The ISIN for the equity shares is INE156M01017. As on 31st March, 2018 total 2616200 Equity Shares of the Company have been d-materialized. Members of the Company are requested to d-materialize their shares.

18. 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).

19. Risk Management Policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization 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.

20. 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.

21. 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.

22. 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.

23. Formal Annual Evaluation:

As required under Section 134 (p) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had already approved the evaluation criteria for evaluating the performance of the Board of Directors, its committees and the performance of Independent Directors.

Accordingly, as required under Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors at their separate meeting held on 10 January, 2018 evaluated the performance of the non independent Directors and the Board as a whole. They also reviewed the performance of the Managing Director of the Company and also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

Also as required under Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board assessed the performance of the Independent Directors as per the criteria laid down and has recommended their continuation on the Board of the Company at its meeting.

The Board of Directors assessed the performance of the individual directors on the Board based on parameters such as, relevant experience and skills, ability and willingness to speak up, focus on shareholder value creation, high governance standards, knowledge of business, processes and procedures followed, openness of discussion / integrity, relationship with management, impact on key management decisions etc. The Members of the Committee of audit, nomination & remuneration, stakeholder's relationship and corporate social responsibility committee were also assessed on the above parameters and also in the context of the committee's effectiveness vis-a-vis the Act and the listing regulations.

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 2017-18 and hence no complaint is outstanding as on 31.03.2018 for redressal.

25. Environment, Health and Safety:

The Company continued its commitment to industrial safety and environment protection. Periodical audits are done by external and internal agencies to assess the continued levels of EHS efficiency of plant.

26. Listing with the Stock Exchange:

The Company's equity shares are listed with BSE Limited. The annual fees have been paid for the year 2017-2018. The Company had 1,079 shareholders as at the end of the year 31 March, 2018. 74.74% of the shares are held in dematerialized form.

27. 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 there under 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 the non-independent director (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.

28. 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 read with schedule V to the Companies act, 2013.

29. 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: 14.08.2018

Mohit Desai
(Managing Director)

Annexure -I to the Report of Board of Director**MANAGEMENT DISCUSSION AND ANALYSIS 2017-18****(a) Business Scenario:**

The financial year under review continued to be challenging and eventful in terms of the business environment. The Government introduced a significant change in terms of introduction of Goods and Services Tax.

Financial Year 2017-2018 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 and Threats:**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 favorable 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\$ 3.35 billion during April 2000 to March 2018. 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) Segment –Wise or product wise performance:

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

(h) 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.

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

Date: 14.08.2018

Mohit Desai
Managing Director

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 MGT-9 as on the Financial Year ended on 31st March, 2018 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. Registration And Other Details:

i.	CIN	L74110GJ1994PLC021352
ii.	Registration Date	22.02.1994
iii.	Name of the Company	Yuranus Infrastructure Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Govt. Company
v.	Address of the Registered office and contact details	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 www.yuranusinfra.com
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Private Limited, 506-508, 5 th Floor, ABC-1 Complex, Opp. Wagh Bakri Tea Lounge, Near St. Xavier's College Corner, Off. C. G. road, Ellisbridge, Ahmedabad-380006 Gujarat

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	
A. Promoter									
1) Indian									
a) Individual/ HUF	1601100	-	1601100	45.75	1601100	-	1601100	45.75	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	1601100	-	1601100	45.75	1601100	-	1601100	45.75	-
2) Foreign									
g) NRIs- Individuals	-	-	-	-	-	-	-	-	-
h) Other- Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Share Holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-

2. Non Institutions									
a) Bodies Corp.	14158	251900	266058	7.60	7791	251900	259691	7.42	(6367)
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	271662	333000	604662	17.28	253197	331000	584197	16.69	(20465)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	707726	265000	972726	27.79	737294	265000	1002294	28.64	(15432)
c) Clearing Member	4161	-	4161	0.12	1464	-	1464	0.04	(2697)
d) Non Resident Indians	-	35900	35900	1.03	200	35900	36100	1.03	200
e) Any Others	15393	-	15393	0.43	15154	-	15154	0.43	(239)
Sub-total (B)(2)	1013100	885800	1898900	54.25	1015100	883800	1898900	54.25	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1013100	885800	1898900	54.25	1015100	883800	1898900	54.25	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2614200	885800	3500000	100	2616200	883800	3500000	100	-

ii) Shareholding of Promoters and Promoter Group

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / 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	-	-
9.	Viral Mayurkumar Desai	45000	1.29	-	45000	1.29	-	-
	Total	1601100	45.75	-	1601100	45.75	-	-

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
	At the End of the year	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
	At the End of the year	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
	At the End of the year	9000	0.26	9000	0.26

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

Sr. No	Name	Opening Balance as on 01/04/2017		Increase / Decrease During the year		Closing Balance as on 31/03/2018	
		Shares	%	Buy / Sell	Total	Shares	%
1	AABHAR HOLDINGS PVT LTD	249400	7.1257	-	-	249400	7.1257
2	SATYANARAYA N J KABRA	209600	5.9886	-	-	209600	5.9886
3	JAINAM BHARAT SHAH	130000	3.7143			-	-
	21/07/2017	-	-	(130000)	-	-	-
	25/08/2017	-	-	130000	130000		
						130000	3.7143
4	JAYSHREE BHARAT SHAH	115000	3.2857	-	-	-	-
	21/07/2017	-	-	(115000)	-	-	-
	25/08/2017	-	-	115000	115000		
						115000	3.2857
5	BHARAT CHHABILDAS SHAH	82500	2.3571	-	-	-	-
	21/07/2017	-	-	(82500)	-	-	-
	25/08/2017			82500	82500		
						82500	2.3571
6	ABUBAKAR ABDULLA MALBARI	79021	2.2577	-	-	-	-
	07/04/2017	-	-	(20)	79001	-	-
	26/05/2017	-	-	(200)	78801	-	-
	02/06/2017	-	-	100	78901	-	-
	30/06/2017	-	-	100	79001	-	-

	14/07/2017	-	-	(100)	78901	-	-
	28/07/2017	-	-	50	78951	-	-
	04/08/2017	-	-	50	79001	-	-
	08/09/2017	-	-	30	79031	-	-
	22/09/2017	-	-	150	79181	-	-
	03/11/2017	-	-	(400)	78781		
						78781	2.2509
7	MAULIK ARUNBHAI SHAH	71005	2.0287	-	-	-	-
	30/06/2017	-	-	120	71125	-	-
	14/07/2017	-	-	(150)	70975	-	-
	04/08/2017	-	-	50	71025	-	-
	22/09/2017	-	-	116	71141	-	-
	29/09/2017	-	-	1	71142	-	-
	03/11/2017	-	-	1250	72392		
						72393	2.0683
8	ATULBHAI KANTILAL DAGLI	55389	1.5825	-	-	-	-
	21/04/2017	-	-	(10)	55379	-	-
	23/06/2017	-	-	(130)	55249	-	-
	30/06/2017	-	-	130	55379	-	-
	07/07/2017	-	-	165	55544	-	-
	22/09/2017	-	-	70	55614	-	-
	06/10/2017	-	-	705	56319	-	-
	03/11/2017	-	-	1005	57324		
						57324	1.6378
9	SARITA CHOPRA	55400	1.5829	-	-	55400	1.5829
10	KINJAL KINTAN SHAH	44900	1.2829	-	-	44900	1.2829

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
3.	Mohit Dinesh Desai (w.e.f 02-09-2017)	9000	0.25	9000	0.25

*Dinesh N. Desai ceased to be director w.e.f 02.09.2017

vi) Indebtedness : NIL

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

During the year, the Company had paid Rs 1.00 lakh each to Dinesh Desai and Pankhil Desai who ceased to be director w.e.f 02nd September, 2017.

Further, the Company had paid Rs 1.75 lakh to Mohit Desai, Managing Director of the Company who has been appointed w.e.f 02nd September, 2017

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

(Rs. In Lacs)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
(a)	Salary as per provisions contained in Income-tax Act, 1961	-	-	-	-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under Section 17(3) Income-tax Act, 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)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
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**

- Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2018

Sr. No.	Name of the Director	Remuneration per annum (Amount in Lacs)	Median Remuneration per annum (Amount in Lacs)	Ratio
1	Mr. Mohit Desai	1.75	1.59	1.10
2	Mr. Dinesh Desai*	1.00	1.59	0.63
3	Mr. Pankhil Desai*	1.00	1.59	0.63
2	Mr. Atul Shah	-	-	N.A.
3	Mr. Rajendrakumar Gandhi	-	-	N.A.
4	Mrs. Ashita Sharma	-	-	N.A.

*Ceased to be director w.e.f 02nd September, 2017

- The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the Financial Year 2017-18 compared to 2016 -17 : Nil
- Percentage increase in median remuneration of employees in the financial year around: NIL
- The number of permanent employees on the rolls of the company as on 31st March, 2018: Two
- 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.
- 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, 2018**

[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 31st March, 2018 (‘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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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

- (xii) Negotiable Instruments Act, 1881
- (xiii) Payment of Bonus Act, 1965
- (xiv) Payment of Gratuity Act, 1972
- (xv) Payment of Wages Act, 1936 and other applicable labour laws
- (xvi) Goods & Services Tax Act

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.*

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: 14.08.2018

ACS No.: 34234 CP No.: 13066

Independent Auditors' Report

To
The Members of
Yuranus Infrastructure Limited

Report on the Financial Statements

We have audited the accompanying Ind AS Financial Statements of **Yuranus Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("**the Act**") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other Comprehensive Income, Cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2016, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the

Company as at March 31, 2018 and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 (**"the Order"**) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

(ii) 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.

(iii) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(iv) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2016, as amended;

(v) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

(vi) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and

(vii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations, if any on its financial position in its Ind AS financial statements.

ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Loonia & Associates
Chartered Accountants
 (Registration No.130883W)

Place: Ahmedabad
Date: 30th May, 2018

Hitesh Loonia
Proprietor
Membership No. 135424

Annexure –A to the Independent Auditor’s Report

Referred to in paragraph 1 under the heading “Report on Other Legal And Regulatory Requirements” of Our Independent Audit Report of even date on the Financial Statements of YURANUS INFRASTRUCUTURE LIMITED for the year ended 31st March, 2018.

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

(i) In respect of its Property, plant and equipments:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(b) As explained to us, the management during the year has physically verified the Property, plant and equipments in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in Property, plant and equipments are held in the name of the Company.

(ii) As explained to us, in our opinion, the management has physically verified inventories at reasonable intervals during the year and there was no material discrepancies noticed on such physical verification as compared to the book records.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and hence, paragraph 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, investments, guarantees and security in terms of section 185 and 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, in respect of products of the Company. Accordingly, paragraph 3(vi) of the Order is not applicable

(vii) In respect of statutory dues:

(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of goods and service tax with effect from July 1 2017, and is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Services Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31 March, 2018 for a period of more than six months from the date they become payable.

(c) According to the information and explanation given to us and the records of the Company examined by us, there are no particular of dues of Value Added Tax, sales tax and Income Tax as at March 31, 2018, or any other tax which have not been deposited on account of a dispute,

(viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not taken any Term loan and therefore Clause (viii) not applicable.

(ix) According to information and the explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) During the course of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company or by its officers or employees on it, has been noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

(xi) According to the information and explanation given by the management, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion and according to information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to information and explanations given to us and based on our examination of the records of the Company, in our opinion, all the transactions entered with the related parties are in compliance with sections 177 and 188 of the Act and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under Clause 3 (xiv) are not applicable to the Company and not comment upon.

(xv) According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us and the records of the Company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause 3(xvi) of the Order is not applicable

For Loonia & Associates
Chartered Accountants
(Registration No.130883W)

Place: Ahmedabad
Date: 30th May, 2018

Hitesh Loonia
Proprietor
Membership No. 135424

Annexure - B to the Independent Auditor's Report

Referred to in paragraph 2 (F) under the heading “ Report on Other Legal And Regulatory Requirements” of Our Independent Audit Report of even date on the Financial Statements of YURANUS INFRASTRUCTURE LIMITED for the year ended 31st March, 2018.

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

We have audited the internal financial controls over financial reporting of Yuranus Infrastructure Limited (“the Company”) as of 31 March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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 ('ICAI'). 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, as specified under section 143(10) of the Companies Act, 2013, to the extent 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 auditor's judgment, 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, to the best of our information and according to the explanations given to us, 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 31 March 2018, 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
(Registration No.130883W)

Place: Ahmedabad
Date: 30th May, 2018

Hitesh Loonia
Proprietor
Membership No. 135424

Yuranus Infrastructure Limited
CIN: L74110GJ1994PLC021352
Balance Sheet as at 31st March, 2018

(Rs. in Lacs)

	Particulars	Note No.	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
I	ASSETS				
1	Non-current Assets				
	a) Property, Plant & Equipment	2	0.91	0.95	0.98
	b) Capital Work-in-Progress		-	-	-
	c) Financial Assets:				
	(i) Investments	3	-	-	-
	(ii) Loans		209.52	189.73	177.58
	d) Other non-current assets		-	-	-
	Total Non-Current Assets		210.43	190.68	178.56
2	Current Assets				
	a) Inventories	4	23.94	-	-
	b) Financial Assets:				
	(i) Trade Receivables	5	0.39	10.18	12.29
	(ii) Cash and cash equivalents	6	0.25	3.14	5.88
	(iii) Loans	7	2.73	-	0.25
	Total Current Assets		27.31	13.33	18.42
	Total Assets (1 + 2)		237.74	204.00	196.98
II	EQUITY & LIABILITIES				
A	Equity	8	350.00	350.00	350.00
	a) Equity Share Capital	9	(153.85)	(159.08)	(161.35)
	b) Other Equity		196.15	190.92	188.65
	Total Equity				
B	Liabilities				
1	Non-current Liabilities				
	a) Financial Liabilities:	10			
	(i) Borrowings		-	-	-
	(ii) Trade Payable		6.42	-	-
	b) Provisions		-	-	-
	c) Deferred Tax Liabilities (Net)		6.42	-	-
	Total Non-Current Liabilities				
2	Current Liabilities				
	a) Financial Liabilities:	11			
	(i) Borrowings		32.51	11.79	7.61
	(ii) Trade payables		-	-	-
	(iii) Other Financial Liabilities (Current Maturities of Long Term Debt)	12	2.66	1.29	0.72
	b) Other Current Liabilities		35.16	13.08	8.33
	c) Provisions				
	Total Current Liabilities		41.59	13.08	8.33
	Liabilities (1+2)		237.74	204.00	196.98
	Total Equity & Liabilities (A +B)				

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

Hitesh Loonia
M.No. 135424
Firm Reg. No. 130883W

Place: Ahmedabad
Date: 30.05.2018

For and on Behalf of the Board
Yuranus Infrastructure Limited

Mohit Desai Rajendra Gandhi
Managing Director Director
(DIN : 03089420) (DIN : 06492333)

Place: Ahmedabad
Date: 30.05.2018

Yuranus Infrastructure Limited
CIN: L74110GJ1994PLC021352
Profit and Loss statement for the year ended 31st March, 2018

(Rs. in Lacs)

Particulars		Note	For the year ended	For the year ended
			31st March 2018	31st March 2017
I.	Revenue from operations	13	9.14	27.04
II.	Other income	14	12.29	2.92
III.	Total Revenue (I + II)		21.43	29.96
IV.	Expenditure			
	Purchase of Traded Goods	15	23.94	15.72
	Changes in inventories of finished goods & Work In Progress Employee benefits	16	(23.94)	- 5.30
	expense	17	6.99	0.08
	Finance costs		0.05	0.03
	Depreciation and amortization expense Other expenses	18	0.04	5.57
			7.39	
	Total expenses		14.47	26.70
V.	Profit before tax (III- IV)		6.97	3.26
VI.	Tax expense:			
	(1) Current tax			
VII	(2) Deferred tax		1.74	0.99
VIII	Profit (Loss) for the year (V-VI)		-	
	Other Comprehensive Income		5.23	2.27
	Items that will not be/ will be reclassified to Profit or Loss in subsequent years			
	Income Tax relating to these items		-	-
	Total Comprehensive Income for the Period (Comprising Profit and Other Comprehensive Income for the period)		-	-
IX	Earnings per equity share: (face value of Rs 10/- each)			
	(1) Basic		0.15	0.06
	(2) Diluted		0.15	0.06
See accompanying Notes forming part of the Financial Statements				
As per our Report of even date For, Loonia & Associates Chartered Accountants		For and on Behalf of the Board Yuranus Infrastructure Limited Chartered		
Hitesh Loonia M.No. 135424 Firm Reg. No. 130883W		Mohit Desai Managing Director (DIN : 03089420)		
Place: Ahmedabad Date: 30.05.2018		Rajendra Gandhi Director (DIN : 06492333)		
Place: Ahmedabad Date: 30.05.2018		Place: Ahmedabad Date: 30.05.2018		

Yuranus Infrastructure Limited
CIN: L74110GJ1994PLC021352
Statement of changes in Equity for the year ended March 31, 2018

A. Equity Share Capital

Particulars	Rs. In Lacs
At 01 April 2016	350.00
Adjustment if any	-
At 31 March 2017	350.00
Changes in Equity share Capital	-
As at 31 March 2018	350.00

B. Other Equity

For the year ended 31 March 2017

Particulars	Retained Earning	Total Other Equity
As at 01 April 2016	(161.35)	(161.35)
Profit for the year	2.27	2.27
Re-grouping from Equity Capital on account of Forfeited share	-	-
Transfer to General Reserve	0.00	-
Dividend to shareholders	0.00	-
At 31 March 2017	(159.08)	(159.08)

For the year ended 31 March 2018

Particulars	Retained Earning	Total Other Equity
As at 01 April 2017	(159.08)	(159.08)
Profit for the year	5.23	5.23
Transfer to General Reserve	0.00	-
Dividend to shareholders	0.00	-
At 31 March 2018	(153.85)	(153.85)

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

For and on Behalf of the Board
Yuranus Infrastructure Limited

Hitesh Loonia
M.No. 135424
Firm Reg. No. 130883W

Mohit Desai
Managing Director
(DIN : 03089420)

Rajendra Gandhi
Director
(DIN : 06492333)

Place: Ahmedabad
Date: 30.05.2018

Place: Ahmedabad
Date: 30.05.2018

Yuranus Infrastructure Limited
CIN: L74110GJ1994PLC021352
Cash Flow Statement for the year ended March 31, 2018

(Rs. in Lacs)

Particulars	31-03-2018	31-03-2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	6.97	3.26
Adjustment For :		
Depreciation of property, plant & equipment	0.04	0.03
Finance Cost	0.05	0.08
Interest Income classified as Investing Cash Flows	(12.21)	(2.78)
Operating Profit before working capital changes	(5.15)	0.59
Adjustment For :		
(a) (Increase)/Decrease in Inventories	(23.94)	0.00
(b) (Increase)/Decrease in Trade Receivables	9.79	2.11
(c) (Increase)/Decrease in Non-Current Financial Assets	(19.80)	(12.15)
(c) (Increase)/Decrease in Current Financial Assets	(2.73)	0.25
(d) Increase /(Decrease) in Provisions	1.37	0.57
(d) Increase /(Decrease) in Other Current Liabilities	0.00	0.00
(d) Increase /(Decrease) in Other Financial Liabilities	0.00	0.00
(d) Increase /(Decrease) in Trade Payable	27.14	4.18
CASH GENERATED FROM OPERATIONS	(13.32)	(4.45)
Less : (a) Income Tax Paid	(1.74)	(0.99)
NET CASH INFLOW FROM OPERATING ACTIVITIES (A)	(15.06)	(5.44)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Purchase of Fixed Assets	0.00	0.00
(b) Sale of Fixed Assets	0.00	0.00
(c) Interest Income	12.21	2.78
NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES (B)	12.21	2.78
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Proceeds/(Repayment) from Borrowings	0.00	0.00
(b) Interest Paid	(0.05)	(0.08)
NET CASH INFLOW/ (OUTFLOW) IN FINANCING ACTIVITIES (C)	(0.05)	(0.08)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(2.90)	(2.74)
OPENING BALANCE – CASH & CASH EQUIVALENT	3.14	5.88
CLOSING BALANCE - CASH & CASH EQUIVALENT	0.25	3.14
As per our Report of even date For, Loonia & Associates Chartered Accountants Hitesh Loonia M.No. 135424 Firm Reg. No. 130883W Place: Ahmedabad Date: 30.05.2018	For and on Behalf of the Board Yuranus Infrastructure Limited Mohit Desai Managing Director (DIN : 03089420) Place: Ahmedabad Date: 30.05.2018	
		Rajendra Gandhi Director (DIN : 06492333)

Notes Forming Part of Financial Statements for the year ended 31st March, 2018:**NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES****I. Corporate Information**

Yuranus Infrastructure Limited (“the Company”) is a Company established in 1994 and listed on BSE Limited. The registered office of the Company is situated at 201, 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad – 380015. The Company is engaged in the business of trading in textile and other allied products.

II. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the periods, presented, unless otherwise stated.

III. Basis of Preparation:

- Compliance with Ind AS

This financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) Companies (Indian Accounting Standard) Rules 2015 and other reliant provision of the Act. These financial statements are the first financial statements under Ind AS.

These financial statements up to the year ended 31st March 2018 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

- Historical cost convention

The financial statements have been prepared on an accrual basis and under the historical cost convention.

- Classification of asset and liabilities

The classification of assets and liabilities into current and non-current, wherever applicable, are based on normal operating cycles of business activities of the Company, which is twelve months.

IV. Summary Of significant Accounting Policies:**A. Property, plant and Equipment:**

Freehold land, if any is carried at historical cost. All other items of Property, plant and equipment are shown at cost less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, duties and other non refundable taxes or levies and any cost directly attributable to the acquisition of those items.

B. Transaction to Ind AS

On transition to Ind AS the Company has elected to continue with the carrying value of all its property,

plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP (Indian GAAP) and use that carrying value as the deemed cost of property, plant and equipment.

C. Depreciation on tangible fixed assets.

Depreciation on tangible fixed assets is provided using the Straight Line Method as per rate prescribed by Co. Law.

D. Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Gross Sales are Net of returns, Claims and discount up to 30th June, 2017. GST has been implemented w.e.f 1st July, 2017 and as per AS- 18 the revenue for the year ending 31.03.2018 is reported net of GST.

The Company recognizes Revenue when amount of revenue can be measured reliably and it is probable that the economic benefits associated with transaction will flows to the entity.

Interest Income is accounted on accrual basis and fixed deposit interest is accounted as per statement/document issued by bank.

E. Inventories

At cost or net realizable value whichever is less

F. Tax Expenses

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.

G. 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.

H. Impairment of assets

At each balance sheet date an assessment is made whether any indication exists that an assets has been impaired. If any such indication exists, an impairment loss ie. The amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts.

I. Borrowing Cost

Borrowing cost that is attributable to acquisition or construction of a qualifying asset is capitalized as part of cost of such assets. Qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing cost is recognized as expenses in the period in which they are incurred.

J. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flow, cash and cash equivalents includes cash in hand, cast at bank and demand deposits with banks with an original maturity of three months or less which are subject to an in significant risk of change in value.

K. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can reliably estimated. Provisions are measured at the present value of management best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent. The Company does not recognize a contingent liability but discloses its existence in financial statements.

L. Cash Flow Statement

Cash flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating investing and financing activities of the Company are segregated.

V. 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.

VI. 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.

2. Property Plant & Equipment

(Rs. in Lacs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2017	Additions	Disposals	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	On disposals	Balance as at 31 March 2018	Balance as at 31 March 2018	Balance as at 31 March 2017
I.	Tangible Assets										
	Freehold/Owe use:										
a)	Office Building	2.25	-	-	2.25	1.52	0.04		1.56	0.69	0.73
b)	Furniture & Fixtures	0.56	-	-	0.56	0.54	-		0.54	0.02	0.02
c)	Office Equipment	3.73			3.73	3.54			3.54	0.19	0.19
d)	Vehicles	2.24			2.24	2.23			2.23	0.01	0.01
e)	Computer	1.53			1.53	1.52			1.52	0.00	-
	Total Tangible Assets	10.31	0.00	0.00	10.31	9.35	0.04	0.00	9.39	0.91	0.95
	Previous Year	10.31	0.00	0.00	10.31	9.33	0.03	0.00	9.36	0.95	0.97
II.	Capital Work In Progress										
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Previous Year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	10.31	0.00	0.00	10.31	9.35	0.04	0.00	9.39	0.91	0.95

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2016	Additions	Disposals	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	On disposals	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
I.	Tangible Assets										
	Freehold/Owe use:										
a)	Office Building	2.25	-	-	2.25	1.49	0.03		1.52	0.73	0.75
b)	Furniture & Fixtures	0.56	-	-	0.56	0.54	-		0.54	0.02	0.02
c)	Office Equipment	3.73			3.73	3.54			3.54	0.19	0.19
d)	Vehicles	2.24			2.24	2.23			2.23	0.01	0.01
e)	Computer	1.53			1.53	1.52			1.52	0.00	-
	Total Tangible Assets	10.31	0.00	0.00	10.31	9.33	0.03	0.00	9.36	0.95	0.97
	Previous Year	10.31	0.00	0.00	10.31	9.28	0.05	0.00	9.33	0.98	1.03
II.	Capital Work In Progress										
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Previous Year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	10.31	0.00	0.00	10.31	9.33	0.03	0.00	9.36	0.95	0.97

Note

- The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognized as April 1, 2016 (the transition date) measured as per the previous GAAP as its deemed cost as of the transition date

3. Non-Current Financial Assets – Loans

(Rs. in Lacs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
a. Security Deposits			
Unsecured, considered good	0.51	0.51	0.06
b. Advance income tax			
Unsecured, considered good	1.30	1.99	1.30
c. Other Advances			
Unsecured, considered good	207.53	187.05	176.04
d. Balance with Statutory Authorities			
Unsecured, considered good	0.18	0.18	0.18
	209.52	189.73	177.58

4. Inventories

As per certified and valued by management			
a. Finished goods	23.94	-	-
Total	23.94	-	-

5. Trade Receivables

Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	0.39		
	0.39	-	-
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good		10.18	12.29
	-	10.18	12.29
Total	0.39	10.18	12.29

6. Cash and Cash Equivalents

a. Balances with banks	0.12	2.76	1.91
b. Cash on hand	0.14	0.38	3.97
C. Bank EEFC Accounts	-	-	
d. Fixed Deposits With Banks	-	-	
	0.25	3.14	5.88

7. Current Financial Assets - Loans

(a) Balances with government authorities			
Unsecured, considered good			
(i) GST credit receivable	1.20	-	
(ii) TDS receivable	1.53	-	
(b) Advance Recoverable in cash or in kind or for value to be received			
Unsecured, considered good	-	-	
			0.07
	2.73	-	0.25

8. EQUITY SHARER CAPITAL

(Rs. in Lacs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Authorised 40,00,000 (PY 40,00,000) equity shares of Rs. 10/- (Rs. 10/-) Each	400.00	400.00	400.00
Issued 35,00,000 (PY 35,00,000) equity shares of Rs. 10/- (Rs.10/-) each	350.00	350.00	350.00
Subscribed & Paid up 35,00,000 (PY 35,00,000) equity shares of Rs. 10/- (Rs. 10/-) each	350.00	350.00	350.00
Total	350.00	350.00	350.00

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

Particulars	No. of shares	Rs. In Lacs
As at April 01, 2016 (Face Value of Rs. 10/- each)	3,500,000	350.00
Changes during the year	-	-
As at March 31, 2017 (Face value of Rs 10/- each)	3,500,000	350.00
Changes during the year	-	-
As at March 31, 2018 (Face value of Rs 1/- each)	3,500,000	350.00

b) Terms/ Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5 % shares in the Company:

Name of Shareholder	As at 31 March 2018		As at 31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
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

9. OTHER EQUITY

Particulars	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
a. Retained Earning	(153.85)	(159.08)	(161.35)
Total	(153.85)	(159.08)	(161.35)

10. Non Current Financial Liabilities -Trade Payable

Trade Payable	6.42		
Total	6.42	-	-

11. Trade Payable

(Rs. in Lacs)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Micro, Small and Medium Enterprises			
Others	32.51	11.79	7.61
Total	32.51	11.79	7.61

12. Provisions

(a) Provision for employee benefits			
Salary Payable	0.18	-	-
(b) Others			
(i) Statutory Tax	0.09	0.30	
(ii) Provision for Income Tax	1.74	0.99	0.72
(iii) Others	0.65		
Total	2.66	1.29	0.72

13. Revenue from Operations

Particulars	31st March, 2018	31st March, 2017
Sale of products	-	17.85
Sale of Services	9.14	9.18
Total	9.14	27.04

14. Other Income

Particulars	31st March 2018	31st March 2017
Interest Income	12.21	2.78
Short/ Excess Provision written off	0.08	0.14
Total	12.29	2.92

15. Changes in inventories of finished goods & Work-in-progress

Particulars	31st March 2018	31st March 2017
<u>Inventories at the end of the year:</u>		
Finished goods	23.94	
Total	23.94	-
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	
Total	-	-
Net (increase) / decrease	(23.94)	-

16. Employee Benefit Expenses

Particulars	31st March 2018	31st March 2017
Salaries including Director Remuneration	6.99	5.30
Total	6.99	5.30

17. Finance Cost

(Rs. in Lacs)

Particulars	31st March 2018	31st March 2017
Interest expense Bank	0.03	0.06
Charges	0.02	0.02
Total	0.05	0.08

18. Other Expenses

Particulars	31st March 2018	31st March 2017
Advertisement Exp	0.17	0.33
Auditor Remuneration- Audit Fee	0.30	0.30
Commission Exp	1.80	0.00
ROC Filing Fees	0.18	0.14
Listing Fees	2.88	2.30
Legal & Professional Fees	1.15	1.67
Office Expenses	0.69	0.61
Insurance Expense	0.03	0.03
Courier Expense	0.11	0.13
Website Development Charges	0.06	0.03
Telephone Expenses	0.04	0.04
Total (A + B + C)	7.39	5.57

19. Earning Per Share

Particulars	31st March 2018	31st March 2017
Net Profit attributable to Equity Share Holder	5.23	2.27
Weighted Average Number of Equity Shares		
Outstanding During the year (Numbers)	35,00,000	35,00,000
Face Value Per Equity Share	10.00	10.00
Basic Earning Per Share	0.15	0.06
Diluted Earning Per Share	0.15	0.06

20. Contingent Liabilities : NIL**21. Deferred Tax :**

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)

22. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The Provision for all known liabilities is adequate and not in excess of amount reasonably necessary**23.** The information as required to be disclosed under the micro, small and medium enterprises has been not received so far so the discloser requirement for balance outstanding, interest paid, payable as at the year-end as required by the Act, has not been given.

24 Related Party Transactions:

Disclosures as required by Accounting Standards (Ind AS-24) “Related Party Disclosure” are given below”.

a Chairman, Managing Director & Directors

Mohit D. Desai *	Chairman & Managing Director
Dinesh Desai **	Director
Pankhil Desai **	Director
Rajendrakumar Gandhi	Independent Director
Atul Shah	Independent Director
Ashita Sharma	Independent Director

* Mohit Desai had been appointed as Managing Director w.e.f 02nd September, 2017

Dinesh Desai and Pankhil Desai had been resigned from the Managing Director and Director w.e.f 02nd

** September, 2017

b Firm in which Director having significant interest

1. Yuranus Education & Immigration	Proprietor Firm of Managing Director
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c Transaction During the Year

Sr No	Particulars	2017-18	2016-17
1	Remuneration Paid		
	Mohit Desai	1.74	-
	Dinesh Desai	1.00	1.50
	Pankhil Desai	1.00	1.50
2	Outstanding Credit Balance		
	Mohit Desai	1.56	-
	Dinesh Desai	1.00	1.35
	Pankhil Desai	1.00	1.35

25 Trade Receivable and Trade Payable are subject to confirmation

26 Previous Years Figures have been re-grouped/ re-arranged wherever consider necessary. The Companies has complied the above accounts based on the revised/modified schedule III as applicable for the accounting period 2017-18. The disclosure requirement is made in the notes to accounts for by way of additional statements. The other disclosure required by the Companies Act, are made in the notes to accounts

27 Loans and advances include Rs. 15.13 lacs (P.Y. 15.13 lacs) which are doubtful of recovery for which no provision has been made by the Company.

28 First Time Adoption of IND-AS

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2016, as amended.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ended on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS.

YURANUS INFRASTRUCTURE LIMITED

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

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

CIN: L74110GJ1994PLC021352

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No. /Client ID _____

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company at 201, 2nd Floor Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 on Saturday 29th day of September, 2018 at 04.00p.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
MGT-11**

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

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

CIN: L74110GJ1994PLC021352

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 failing him;

(2) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 24th Annual General Meeting of the company to be held on Saturday, 29th day of September, 2018 at 04.00 p.m. at 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	Ordinary Business		
1	Consider and adopt Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors' thereon		

Signed this _____ day of _____ 2018

Signature of the Shareholder _____

Signature of first proxy holder _____

Signature of second proxy holder _____

Signature of third proxy holder _____

Affix

Revenue
Stamp