



YURANUS INFRASTRUCTURE LIMITED

Regd. Office :

201, Maulik Arcade, Mansi Cross Roads, Vastrapur, Ahmedabad 380015, Gujarat, India.

O : +91 79 26733353 E : info@yuranusinfra.com CIN : L74110GJ1994PLC021352

September 06, 2019

To,
The Manager,
Listing Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Scrip Code: - 536846

Respected Sir,

Sub: - Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015,

Submission of Annual Report -Financial Year 2018-19.

With regard to the captioned subject please find enclosed herewith Annual Report for the Financial Year 2018-19 of the Company prepared as per the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

YOURS FAITHFULLY,

For, YURANUS INFRASTRUCTURE LIMITED

Mohit D
Authorized Signatory
Encl: as above



YURANUS INFRASTRUCTURE LIMITED

25th ANNUAL REPORT

2018-19

Annual General MeetingMonday, 30th September, 2019**At**

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

At

11:00 A.M.

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

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
Ahmedabad

Board of Directors**Mohit Desai**

Managing Director

Rajendrakumar Gandhi

Independent Director

Atul Shah

Independent Director

Ms. Ashita Sharma

Independent Director

Ms. Nisha Desai

Additional Director

Auditors

M/s. Mistry & Shah,
Chartered Accountants,
8-10 Bhavani Chambers,
Nr. Times of India,
Ashram Road,
Navrangpura, Ahmedabad
380 009

Registered Office

201, 2nd Floor, Maulik Arcade,
Above Karnavati Pagarkha Bazar
Mansi Cross Road, Vastrapur,
Ahmedabad-380 015

Tel: +79-26733353

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

CIN: L74110GJ1994PLC021352

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of **Yuranus Infrastructure Limited** will be held at 11.00 A.M. on Monday, 30th day of September, 2019 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, 2019, 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.
2. To appoint a Director in place of Mr. Mohit Dinesh Desai (DIN: 03089420), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Mistry & Shah, Chartered Accountants (Firm Registration No. 122702W) as Auditors to hold office from the conclusion of the Twenty Fifth Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

4. Regularisation of Additional Director, Ms. Nisha Mohit Desai, by appointing her as Director of the Company:

“**RESOLVED THAT** Ms. Nisha Mohit Desai, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 20th March, 2019, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

By order of the Board of Directors

Place: Ahmedabad
Date: 30.05.2019

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 Monday, 23rd September, 2019 to Monday, 30th September, 2019 (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, 2019. 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 at least 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 Fifth Annual General Meeting (“AGM”) scheduled to be held on Monday, September 30, 2019, at 11.00 A.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 Friday, September 27th, 2019 and ends at 5.00 p.m. IST on Sunday September 29th, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is Monday, September 23rd, 2019), 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 Sunday September 29th, 2019.
- 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. Monday, September 23rd, 2019.
- 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. Monday, September 23rd, 2019 only shall be entitled to avail the facility of remote e-voting
- The Company has appointed M/s. Amrish Gandhi & Associates, (Failing him CS Samasad Alam Khan) 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:

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

	For Members holding shares in D-mat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the d-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If D-mat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com 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

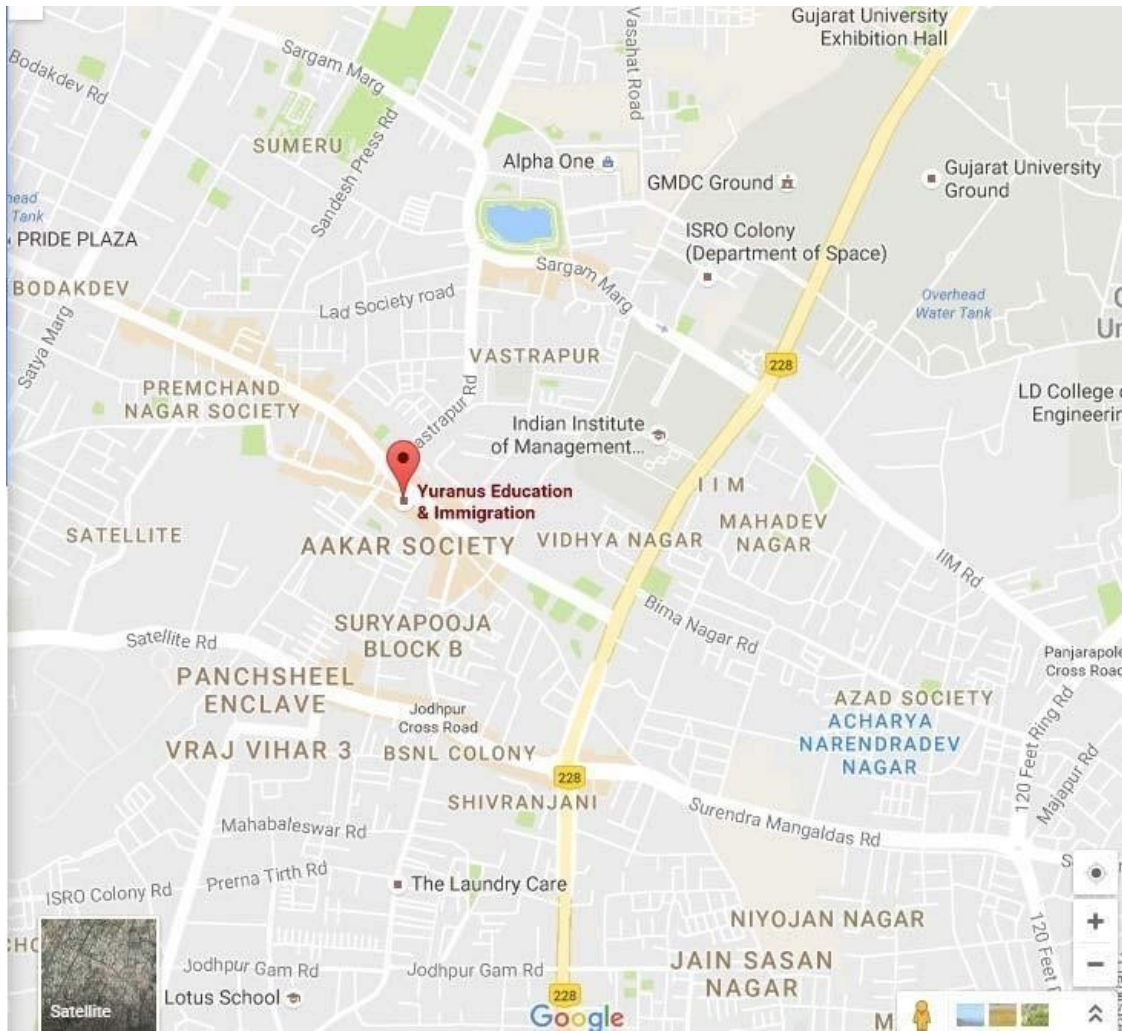
Place: Ahmedabad

Date: 30.05.2019

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 25th Annual Report together with Audited accounts of the Company for the year ended on 31st March, 2019 which they trust, will meet with your approval.

(Amount in Lakhs)

1. <u>Financial Results:</u>	Year Ended	Year Ended
	31.03.2018	31.03.2019
Profit before Interest , Depreciation & Taxes	7.00	6.83
<u>Less :</u>		
Finance Cost	0.05	0.02
Depreciation	0.04	0.04
Current Tax Provision	1.74	1.76
Deferred Tax Provision	Nil	Nil
Net Profit/ (loss) After Tax	5.23	5.02

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. 96.16 Lakhs compared to Rs.21.43 Lakhs in the previous year. The Company's Profit for the year before depreciation, interest and taxation has been Rs. 6.83 Lakhs (P.Y. Rs. 7.00 Lakhs) and the Net Profit after interest, depreciation, prior period adjustments & taxes are Rs. 5.02 Lakhs (P.Y. Rs. 5.23 Lakhs).

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, 2019 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.

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, Mrs. NISHA MOHIT DESAI had been appointed as an Additional Director of the Company w.e.f 20th March, 2019.

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, 2019 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, 2019 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 Four (4) times during the financial year 2018-19, and the details of the meeting are as follows:-

Sr. No	Date of Meeting	Attendance of Directors
1	30.05.2018	Three Directors
2	14.08.2018	Three Directors
3	14.11.2018	Three Directors
4	04.03.2019	Three 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 11, 2019 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 2018-19, and the details of the meeting are as follows:

Sr. No	Date of Meeting	Attendance of Members
1.	30.05.2018	Chairman & one member was present
2.	14.08.2018	Chairman & one member was present
3.	14.11.2018	Chairman & one member was present
4.	04.03.2019	Chairman & one member was present

The Nomination & Remuneration Committee met One time during the financial year 2018-19, and the details of the meeting are as follows.

Sr. No	Date of Meeting	Attendance of Members
1.	30.05.2018	Chairman & one member was present

Committee's Composition:

The Compositions of Audit Committee, Stakeholder Relationship Committee & Nomination & Remuneration Committee as on 31st March, 2019 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, 2019 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 Mistry & Shah, 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 2020 - 21, 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 Amrishi Gandhi & Associates, a Company Secretary in whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2018-19. 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.

The Auditor stated that The company has given loan amounting to Rs. 1,92,38,774/- to two different entities. The same attracts to certain extent the provisions for classifying the company as a NBFC as per the provisions of RBI Act, 1934. However, through appropriate audit procedure we were able to ascertain that the company does not satisfy the second condition for an NBFC as the gross income consists of only 18.15% of financial income as against the requirement of at least 50% and therefore Company cannot be classified as NBFC.

The Board is of the opinion that the Company doesn’t fall in NBFC Company.

1. The Company has failed to comply with Section 203 of Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which requires every listed entity to have the following whole-time key managerial personnel,—

- (i) Managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company secretary; and
- (iii) Chief Financial Officer

by not appointing a Company Secretary as well as a Chief Financial Officer for the purpose.

2. Section 138(1) of Companies Act, 2013 read with Rule 13 of Chapter IX of the Companies (Accounts) Rules, 2014 requires every listed entity to appoint an internal auditor whereas the company has failed to comply with the same.

3. Minutes are required to be maintained for every Board Meetings, General Meetings and Committee Meetings held during the period under Section 118 of the Companies Act, 2013. The Company has not maintained any such records and minutes.

As regards in observations in Secretarial Audit Report regarding:

- ***The Company has not appointed Company Secretary, in compliance of section 203 of the Companies Act, 2013 and rules made thereunder, during the period under review.***

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.

- ***The Company has not appointment Chief Financial Officer (CFO), in compliance of section 203 of the Companies Act, 2013 and rules made thereunder, during the period under review.***

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.

- ***The Company has not appointed Internal Auditor, in compliance of section 138 of Companies Act, 2013 and rules made thereunder, during the period under review.***

As post of Internal Auditors, 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.

- **Minute Book of all the Board Meetings, General Meetings and Committee Meetings, held during the year , not entered and maintained by the company for the financial year 2018-2019;**
- **Statutory Registers are not maintained by the company for the financial year 2018-2019;**

The Company undertakes to Comply as soon as possible.

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, 2019 total 2619100 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 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 11 January, 2019 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 2018-19 and hence no complaint is outstanding as on 31.03.2019 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 Company had 1,078 shareholders as at the end of the year 31 March, 2019. 74.83% 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: 30.05.2019

Mohit Desai

(Managing Director)

Annexure -I to the Report of Board of Director**MANAGEMENT DISCUSSION AND ANALYSIS 2018-19****(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 2018-2019 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. 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 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 2018 -19, 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:

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 ovents.

Company follows all mandatory Accounting Standards.

For Yuranus Infrastructure Limited

Place: Ahmedabad

Date: 30.05.2019

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	Mohit Desai Rajendra Gandhi Atul Shah
b)	Nature of contracts/arrangements/transaction	Remuneration and Sitting fees
c)	Duration of the contracts/ arrangements/ transaction	1 Year
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 :	30.05.2018
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, 2019 [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 (BSE)
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 Longue, 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) FILs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-

2. Non Institutions									
a) Bodies Corp. (i) Indian	7791	251900	259691	7.42	7381	251900	259281	7.4080	-410
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	253197	331000	584197	16.69	256661	328100	584761	16.7075	+564
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	737294	265000	1002294	28.64	737194	265000	1002194	28.6341	-100
c) Clearing Member	1464	-	1464	0.04	1409	-	1409	0.0403	-55
d) Non Resident Indians	200	35900	36100	1.03	200	35900	36100	1.0314	---
e) Any Others	15154	-	15154	0.43	15155	-	15155	0.4330	+1
Sub-total (B)(2)	1013100	885800	1898900	54.25	1018000	880900	1898900	54.2543	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1013100	885800	1898900	54.25	1018000	880900	1898900	54.2543	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2616200	883800	3500000	100	2619100	880900	3500000	100	--

ii) Shareholding of Promoters and Promoter Group

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dinesh Navinchandra Desai	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)

NO CHANGES DURING THE YEAR.

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

Sl. 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	No. of Shares	% of total Shares of the company	
1	AABHAR HOLDINGS PVT LTD	249400		249400	7.1257	
2	SATYANARAYAN J KABRA	209600		209600	5.9886	
3	JAINAM BHARAT SHAH	130000		130000	3.7143	

4	JAYSHREE BHARAT SHAH	115000		115000	3.2857	
5	BHARAT CHHABILDAS SHAH	82500		82500	2.3571	
6	ABUBAKAR ABDULLA MALBARI	78781		78731	2.2495	-50
7	MAULIK ARUNBHAI SHAH	91881		72392	2.0683	-19489
8	ATULBHAI KANTILAL DAGLI	60121		57324	1.6378	-2797
9	SARITA CHOPRA	55400		55400	1.5829	
10	KINJAL KINTAN SHAH	44900		44900	1.2829	

v) Shareholding of Directors and Key Managerial personnel:

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.	Nisha Mohit Desai				
	At the beginning of the year	10000	0.2857	10000	0.2857
	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	10000	0.2857	10000	0.2857
2.	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

* Nisha Mohit Desai appointed to be additional director w.e.f 20.03.2019

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

Further, the Company had paid Rs 3.00 lakh to Mohit Desai, Managing Director of the Company.

B. Remuneration to other directors

Company has paid sitting fees of 90,00/- each to Rajendra Gandhi and Atul Shah

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/s17(2)Income-taxAct,1961	-	-	-	-
(c)	Profits in lieu of salary under Section17(3)Income-taxAct,1961	-	-	-	-
(d)	Others, please Specify	-	-	-	-
	Total	-	-	-	-

viii) Penalties/Punishment/Compounding of offences

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

Annexure 'IV'
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

*[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
201, 2ND FLOOR, MAULIK ARCADE,
ABOVE KARNAVATI PAGARKHA BAZAR,
MANSI CROSS ROAD,
VASTRAPUR AHMEDABAD
GUJARAT- 380015

I, Amrish N. Gandhi, Proprietor of Amrish Gandhi & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **YURANUS INFRASTRUCTURE LIMITED [CIN: L74110GJ1994PLC021352]** (hereinafter called 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 **YURANUS INFRASTRUCTURE LIMITED**'s books, papers, forms and returns filed 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, 2019 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, forms and returns filed and other records maintained by **YURANUS INFRASTRUCTURE LIMITED** for the financial year ended on 31st March, 2019 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 Byelaws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (**Not Applicable to the Company during the Audit Period**)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (**Not Applicable to the Company during the Audit Period**);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);**
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period);**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period) and;**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period);**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- a) The Employment Exchange (Compulsory Notification Of Vacancies) Act, 1959**(Not Applicable to the Company during the Audit Period);**

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

- a) Secretarial Standards with respect to General and Board Meetings issued by The Institute of Company Secretaries of India (effective from 1st July, 2015).
- b) The Listing Agreements entered into by the Company with BSE Limited.
- c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (effective from 1st December, 2015)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above whereas apart of it we have observed that:

- 1) *Minute Book of all the Board Meetings, General Meetings and Committee Meetings, held during the year , not entered and maintained by the company for the financial year 2018-2019;*
- 2) *Statutory Registers are not maintained by the company for the financial year 2018-2019;*
- 3) *The Company has not appointed Internal Auditor, in compliance of section 138 of Companies Act, 2013 and rules made thereunder, during the period under review;*
- 4) *The Company has not appointed Company Secretary, in compliance of section 203 of the Companies Act, 2013 and rules made thereunder, during the period under review;*
- 5) *The Company has not appointment Chief Financial Officer (CFO), in compliance of section 203 of the Companies Act,2013 and rules made thereunder, during the period under review.*

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 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.

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.

I, further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Ahmedabad
Date: 30.05.2019

For, Amrish Gandhi & Associates

Amrish N. Gandhi
Company Secretaries
CP No:

5656|FCS: 8193

Note: *This Report is to be read with Our Letter of even date which is annexed as "Appendix A" and forms an integral part of this report.*

'Appendix A'

To,
The Members,
YURANUS INFRASTRUCTURE LIMITED
201, 2ND FLOOR, MAULIK ARCADE,
ABOVE KARNAVATI PAGARKHA BAZAR,
MANSI CROSS ROAD,
VASTRAPUR AHMEDABAD
GUJARAT- 380015

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules

and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad
Date: 30.05.2019

For, Amrish Gandhi & Associates

Amrish N Gandhi
Company Secretaries

CP No: 5656|FCS: 8193

INDEPENDENT AUDITOR'S REPORT

To The Members of Yuranus Infrastructure Limited

Report on the Audit of the Financial Statements for the year ended 31st March, 2019

Opinion

We have audited the accompanying financial statements of Yuranus Infrastructure Limited (the 'Company'), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss, the Cash Flow Statement and the Statement for Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2019 and its Profit and Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. No such matter has come to our notice during the course of audit of the company.

Information other than Financial Statements and the Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report there on. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon

In connection with our audit of financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the act, we are also responsible for explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- **Materiality**

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

- **Communication with Management**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by section 197(16) of the Act, we report that Managerial Remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
2. 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**", the statement on the matters specified in paragraphs 3 and 4 of the Order, to the extend applicable.
3. Further to our comments in Annexure A, as required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019 from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the 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**” to this report;
- g) The following non-compliances has been identified in the company which may adversely impact the functioning of company:
1. The Company has failed to comply with Section 203 of Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which requires every listed entity to have the following whole-time key managerial personnel,—
 - (i) Managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;
 - (ii) Company secretary;and
 - (iii) Chief Financial Officerby not appointing a Company Secretary as well as a Chief Financial Officer for the purpose.
 2. Section 138(1) of Companies Act, 2013 read with Rule 13 of Chapter IX of the Companies (Accounts) Rules, 2014 requires every listed entity to appoint an internal auditor whereas the company has failed to comply with the same.
 3. Minutes are required to be maintained for every Board Meetings, General Meetings and Committee Meetings held during the period under Section 118 of the Companies Act, 2013. The Company has not maintained any such records and minutes.
- h) With respect to the 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mistry & Shah
Chartered Accountants
F.R.N: - 122702W

Date: May 30, 2019
Place: Ahmedabad
UDIN: 19117101AAAAAY5159

Malav Shah
Partner
M.NO. 117101

“Annexure A”**To the Independent Auditor’s Report on the Financial Statements of
Yuranus Infrastructure Limited**

Based on the audit procedures performed for the purpose of reporting true and fair view on the financial statements of the company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief we report that:

1. (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Company has a regular program of physical verification in a phased periodic manner, which is in our opinion, is reasonable having regards to size of the Company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the period and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of Immovable property are held in the name of the company.
2. The management has conducted physical verification of the Inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
4. According to the information and explanations given to us, the company has not fully complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to director’s including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company. No register as required by Section 186(9) of the Companies Act, 2013 has been maintained by the company.
 5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provision of clause 3(v) of the Order is not applicable.
 6. As per the sub section (1) of section 148 of the Companies Act, 2013 the company is not required to maintained cost records.
 7. (A) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues Income Tax, Cess and other statutory dues applicable to it.

- (B) According to information and explanations provided to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Cess and other statutory were outstanding, at the year end, for a period of more than six months from the date they become payable.
8. In our opinion and according to the information and explanations provided by the management, the Company has not defaulted in repayment of loans and borrowing to a financial institution, Bank or Government or dues to Debenture Holders.
 9. In our opinion and according to the information and explanations provided by the management, the Company has utilized the monies raised by way of debt instrument, Initial Public offer and term loan for the purpose for which they were raised.
 10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statement and according to the information and explanations provided by the management, we report that no fraud by the Company or on the company by the officers or employees of the Company has been noticed or reported during the period.
 11. Managerial Remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
 12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
 13. According to the information and explanations provided by the management transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the in the Financial Statements as required by the applicable Indian Accounting Standards.
 14. According to the information and explanations provided to us and overall examination of balance sheet, the Company has not made preferential allotment/private placement of shares or fully and partly convertible Debenture during the year under review hence, reporting requirement under clause 3(xiv) of the order is not applicable to the company and not commented upon.
 15. According to the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
 16. According to the information and explanations provided to us, the provisions of section 45-IA of Reserve Bank of India Act, 1934 are not applicable to the Company and hence not commented upon.

For Mistry & Shah
Chartered Accountants
F.R.N: - 122702W

Date: May 30, 2019
Place: Ahmedabad
UDIN: 19117101AAAAAY5159

Malav Shah
Partner
M.NO. 117101

“Annexure B”**To the Independent Auditor’s on the Financial Statements of Yuranus Infrastructure Limited****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 March 31, 2019 in conjunction with our audit of the 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. 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 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 information, as required under the Companies Act, 2013.

Auditor’s 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 Control 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 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 March 31, 2019, 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 Mistry & Shah
Chartered Accountants
F.R.N: - 122702W

Date: May 30, 2019
Place: Ahmedabad
UDIN:19117101AAAAAY5159

Malav Shah
Partner
M.NO. 117101

YURANUS INFRASTRUCTURE LIMITED
 YURANUS INFRASTRUCTURE LIMITED CIN: L74110GJ1994PLC021352 25TH ANNUAL REPORT
Balance Sheet as at March 31, 2019

		IN LACS	
Particulars	Note No.	As at March 31,2019	As at March 31,2018
ASSETS			
Non-Current Assets			
(a) Property,Plants and Equipments	3.1	0.87	0.91
(b) Capital Work-In-Progress		-	-
(c) Financial Assets			
(i) Investments			-
(ii) Loans	3.2	209.02	209.52
(d) Other Non-Current Assets		-	-
	Total Non-Current Assets	209.89	210.43
Current Assets			
(a) Inventories	3.3	-	23.94
(b) Financial Assets			
(i) Trade Receivables	3.4	9.12	0.39
(ii) Cash and Cash Equivalents	3.5	4.35	0.25
(iii) Loans	3.6	0.67	2.73
	Total Current Assets	14.14	27.31
Total		224.03	237.74
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	3.7	350.00	350
(b) Other Equity	3.8	(148.84)	(153.85)
	Total Equity	201.16	196.15
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	3.9	6.42	6.42
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
	Total Non-Current Liabilities	6.42	6.42
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings			-
(ii) Trade Payables	3.10	15.46	32.51
(ii) Other Financial Liabilities (Current Maturities of Long Term Debts)			-
(b) Other Current Liabilities	3.11	0.58	-
(c) Provisions	3.12	0.41	2.66
	Total Current Liabilities	16.45	35.17
Total		224.03	237.74

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Significant Accounting Policies	2
Notes on Financial Statements	3

As per our report of even date

For Mistry & Shah
 Chartered Accountants
 FRN: 122702W

For and on Behalf of the Board
 Yuranus Infrastructure Limited

Malav Shah
 Partner
 M. No. 117101
 UDIN: 19117101AAAAAY5159

Mohit Desai
 Managing Director
 DIN: 03089420

Nisha Desai
 Director
 DIN: 06593368

Place: Ahmedabad
 Date: May 30, 2019

Place: Ahmedabad
 Date: May 30, 2019

STATEMENT OF PROFIT & LOSS FOR YEAR ENDING ON MARCH 31, 2019

IN LACS

Particulars	Note No.	Current Year	Previous Year
INCOME :			
Revenue from Operations	3.13	78.70	9.14
Other Income	3.14	17.46	12.29
TOTAL REVENUE		96.16	21.43
EXPENDITURE:			
Cost of Materials Consumed		-	-
Purchase of stock-in-trade	3.15	50.06	-
Changes in Inventories	3.16	23.94	(23.94)
Employee Benefit Expenses	3.17	6.47	6.99
Finance Costs	3.18	0.02	0.05
Depreciation Expenses	3.1	0.04	0.04
Other Expenses	3.19	8.84	7.39
		89.37	14.47
Profit before Exceptional and Extraordinary Items and Tax		6.79	6.96
Exceptional Items		-	-
Profit before Extraordinary Items and Tax		6.79	6.96
Extraordinary Items		-	-
Profit Before Tax		6.79	6.96
Less: Tax Expenses			
Current Tax		1.76	1.74
Deferred Tax		-	-
Profit after Tax for the year		5.02	5.23
Earnings per Equity Share			
-Basic		0.14	0.15
-Diluted		0.14	0.15

Corporate Information	1
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As per our report of even date

For Mistry & Shah
Chartered Accountants
FRN: 122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

Malav Shah
Partner
M. No. 117101
UDIN: 19117101AAAAAY5159

Mohit Desai
Managing Director
DIN: 03089420

Nisha Desai
Director
DIN: 06593368

Place: Ahmedabad
Date: May 30, 2019

Place: Ahmedabad
Date: May 30, 2019

YURANUS INFRASTRUCTURE LIMITED

CIN: L74110GJ1994PLC021352

STATEMENT FOR CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2019**A. Equity Share Capital** (₹ in lacs)

Particulars	Amount
As at 1 April, 2017	350.00
Changes in the equity share capital	-
As at 31 March, 2018	350.00
Changes in the equity share capital	-
As at 31 March, 2019	-

B. Other equity (₹ in lacs)

For the year ended March, 2018		
Particulars	Retained earnings	Total Equity
Balance at April 2017	(159.08)	(159.08)
Profit for the year	5.23	5.23
Balance at March 2018	(153.85)	(153.85)

For the year ended March, 2019		
Particulars	Retained earning	Total equity
Balance at April 2018	(153.85)	(153.85)
Profit for the year	5.02	5.02
Balance at March 2019	(148.84)	(148.84)

For Mistry & Shah
Chartered Accountants
FRN: 122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

Malav Shah
Partner
M. No. 117101
UDIN: 19117101AAAAAY5159

Mohit Desai
Managing Director
DIN: 03089420

Nisha Desai
Director
DIN: 06593368

Place: Ahmedabad
Date: May 30, 2019

Place: Ahmedabad
Date: May 30, 2019

YURANUS INFRASTRUCTURE LIMITED

CIN: L74110GJ1994PLC021352

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

YURAI

Sr. No	PARTICULARS	As at March 31, 2019	As at March 31, 2018
			in lacs
1	CASH FLOW FROM OPERATING ACTIVITIES		
A	Net Profit (Loss) before tax	6.79	6.97
B	Adjustments:-		
	Depreciation	0.04	0.04
	Interest Expense	0.02	0.05
	Int income classified as investing cash flows	(17.46)	(12.21)
	Operating profit(loss) before working capital changes	(10.61)	(5.15)
C	Adjustments:-		
	Decrease/(Increase) in Inventory	23.94	(23.94)
	Decrease/(Increase) in Trade Receivables	(8.73)	9.79
	Decrease/(Increase) in Current Financial Assets	2.05	(2.73)
	(Decrease)/Increase in Provisions	(2.25)	1.37
	(Decrease)/Increase in Other Current Liabilities	0.58	-
	(Decrease)/Increase in current Financial liabilities [Trade Payables]	(17.06)	27.14
D	Net Cash Flow before tax and extra ordinary item	(12.08)	6.48
	Less: Direct Taxes Paid	(1.76)	(1.74)
	Less: Extraordinary Items		
	Net Cash Flow from Operating Activities	(13.84)	4.74
2	CASH FLOW FROM INVESTING ACTIVITIES:		
A	Acquisition of Fixed Assets	-	-
B	Decrease/(Increase) in Non-Current Financial Assets	0.50	(19.80)
C	Interest Income	17.46	12.21
	Net Cash Flow from Investing Activities	17.96	(7.59)
3	CASH FLOW FROM FINANCING ACTIVITIES:		
A	Long Term Borrowing Repaid		-
B	Interest and finance cost	(0.02)	(0.05)
	Net Cash Flow from Financing Activities	(0.02)	(0.05)
	Net Increase in Cash and Equivalent.	4.10	(2.90)
	Cash And Cash Equivalents as at the Beginning of the year	0.25	3.14
	Cash And Cash Equivalents as at the Closing of the year	4.35	0.25

As per our report of even date

For Mistry & Shah
Chartered Accountants
FRN: 122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

Malav Shah
Partner
M. No. 117101
UDIN: 19117101AAAAAY5159

Mohit Desai
Managing Director
DIN: 03089420

Nisha Desai
Director
DIN: 06593368

Place: Ahmedabad
Date: May 30, 2019

Place: Ahmedabad
Date: May 30, 2019

Notes to the Financial Statements for the year ended 31st March, 2019**Note: A. Corporate Information**

Yuranus Infrastructure Limited (“the Company”) is a company incorporated in Ahmedabad, Gujarat, India on 22nd February, 1994. The Registered office of the Company is Located at 201, 2nd floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad, Gujarat-380015, India

The Company is engaged in business of trading of textiles and other allied products.

Note: B. Significant Accounting Policies:**B.1 Basis of Preparation of Financial Statement**

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

The financial statement of the company have been prepared to comply with Indian Accounting Standards (IND AS) as notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standard) Rules, 2015 and other relevant provision of the Act.

The classification of assets and liabilities as current and non-current has been done based on the Company’s normal operating cycle (not exceeding twelve months) and other criteria as set out in Schedule III to the Act.

All figures in the financial statements have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Company’s Financial Statements are presented in Indian Rupees (₹), which is also its functional currency

The estimates and judgments used in the preparation of the financial statements have been consistently used by the company and are under continuous review. They are based on certain assumptions and historical experiences of the company that the company believes to be reasonable in the given circumstances.

B.2 Summary of Significant Accounting Policies**(a) Property, Plant & Equipment**

The company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under IND AS. The same is treated as the historical cost. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the asset will flow to the company and the cost of the item can be measured reliably. Other repairs and maintenance are charged to the statement of Profit & Loss during the reporting period in which they are incurred.

Depreciation on Fixed asset is provided on a Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

(b) Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible Assets are carried at cost less accumulated amortization and accumulated impairment, if any. Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the Asset and are recognized in the statement of profit and loss when the asset is derecognized.

(c) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(d) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

(e) Provisions and Contingent Liability

Provisions are recognised when the company has a present legal or constructive obligation as a result of any past event and is probable that an outflow of resources shall be required to settle the obligation and the amount can be reliably estimated. They are measured at the present value of the management's best estimate of the expenditure required to settle the obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from the past events but their existence shall be confirmed by the occurrence or non-occurrence of the one or more uncertain future events not wholly within the control of the company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

(f) Employee Benefits Expenses**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post Employment Benefits**a) Defined Contribution Plans**

Payments made to a defined contribution plan such as Provident Fund is charged as an expense in the Statement of Profit and Loss as they fall due.

b) Defined Benefit Plans

Past Service Cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculate on is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

(g) Taxes on Income

Tax expense comprises both current and deferred taxes. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(h) Foreign Currencies Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are directly attributable to the acquisition or construction of qualifying assets which are accumulated in "Foreign Currency Monetary Item Translation Difference Account".

(i) Revenue Recognition

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied. The period over which revenue is recognised is based on the entity's right to payment for performance completed. In determining whether an entity has right to payment, the entity shall consider whether it would have an enforceable right to demand or retain payment for performance completed to date if the contract were to be terminated before completion for reasons other than the entity's failure to perform as per the terms of the contract.

(j) Cash and Cash Equivalents (for the purpose of Cash Flow Statement)

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, fixed deposits with banks which are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in values.

(k) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash

nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on available information.

(l) Investment

Investments are either classified as current or non-current based on management's intention. All Investments are carried at cost.

(m) Government Grant

Government grants are recognized at their fair value only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grant will be received. Grants related to assets are shown as a deduction from gross value of the asset concerned. The grant is thus recognised in the profit and loss statement over the useful life of the depreciable asset by way of a reduced depreciation charge. Grants related to revenue are deducted in reporting related expense for which the grants have been received.

(n) Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to the owners of the company by the weighted average number of the equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share adjusts to the figures used in the determination of basic earnings per share to take into account the after tax effect of interest attributable to dilutive potential equity share and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Note No: 3.1 Property,Plants and Equipments

	Particulars	GROSS BLOCK				Accumulated Depreciation				NET BLOCK		
		As at April 1,2018	Addition during the year	Ded/Adj during the year	As at March 31,2019	Upto March 31, 2018	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2019	As at March 31,2019	As at March 31,2018
I	Tangible Assets Freehold/Own Use:											
a)	Office Building	2.25	-	-	2.25	1.56	0.04	-	-	1.60	0.65	0.69
b)	Furniture and Fixtures	0.56	-	-	0.56	0.54	-	-	-	0.54	0.02	0.02
c)	Office Equipments	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	-	-
	Total Tangible Assets:	10.31	-	-	10.31	9.39	0.04	-	-	9.43	0.87	0.91
	Previous Year	10.31	-	-	10.31	9.35	0.04	-	-	9.39	0.91	0.95
II	Capital Work in Progress	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
	Total	10.31	-	-	10.31	9.39	0.04	-	-	9.43	0.87	0.91

Notes

1. The Gross Carrying Amount of the Assets stated above is determined on the basis of Cost Mode
2. 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. The Company uses Straight Line Method as method of Depreciation

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Security Deposits	0.20	0.51
Advance Income Tax	1.30	1.30
Other Advances	207.52	207.53
Balance with Government Authorities	-	0.18
Total	209.02	209.52

Note No - 3.3 Inventory

Particulars	As at March 31, 2019	As at March 31, 2018
As per value certified by management		
Finished Goods	-	23.94
Total	-	23.94

Note No - 3.4 Trade Receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, Considered good		
Outstanding for more than 6 months	-	-
Outstanding for less than 6 months	9.12	0.39
Total	9.12	0.39

Note

Balances of trade receivables are subject to confirmation

Note No - 3.5 Cash and Cash Equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Banks	0.59	0.12
Cash on hand	3.76	0.14
Bank EEFC Account	-	-
Fixed Deposit with Banks	-	-
Total	4.35	0.26

Note No-3.6 Current Financial Assets-Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Government Authorities		
Unsecured, Considered good:		
GST Receivable	0.67	1.20
TDS Receivable	-	1.53
Total	0.67	2.73

Notes on Financial Statements for the period from 1st April, 2018 to 31st March, 2019

Note No-3.7.1 Share Capital

Particulars	As at March 31,2019		As at March 31,2018	
	Number	Amt. in `	Number	Amt. in `
Equity Share Capital of ` 10/- each				
Authorized Share Capital	40.00	400.00	40.00	400.00
Issued Share Capital	35.00	350.00	35.00	350.00
Subscribed and Fully Paid Up	35.00	350.00	35.00	350.00
	35.00	350.00	35.00	350.00

Notes

- The company has only one class of shares viz. equity shares having a par value of Rs.10/- each as above. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.
- The company is neither a subsidiary nor a holding company of any other body corporate. Disclosures as regards the Shareholdings in or by such body-corporate, accordingly, are not applicable on the company.
- The equity shareholders of the company are entitled to get the dividend as and when proposed by the Board of Directors and approved by Share holders in the ensuing General Meeting.
- In the Event of Liquidation of the company, the share 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 shareholders.

Note No-3.7.2 Reconciliation of Share Capital

Particulars	As at March 31,2019		As at March 31,2018	
	Number	Amt. in `	Number	Amt. in `
Equity Shares (Face Value ` 10.00)				
Shares outstanding at the beginning of the year	35.00	350.00	35.00	350.00
Conversion of fully paid up Compulsorily Convertible Debentures of Rs.10 each	-	-	-	-
Conversion from Unsecured Loans to Share Capital	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	35.00	350.00	35.00	350.00

Notes

- The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous Year
- As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above

Note No-3.7.3 Shareholders holding more than 5% of Share

Particulars	As at March 31,2019		As at March 31,2018	
	Number	% of Holding	Number	% of Holding
Dinesh Desai	833,800	23.82%	833,800	23.82%
Leena Desai	529,200	15.12%	529,200	15.12%
Aabhar Holding Pvt Ltd	249,400	7.13%	249,400	7.13%
Satyanarayan Kabra	209,600	5.99%	209,600	5.99%

Note No- 3.8 Other Equity

Particulars	As at March 31,2019		As at March 31,2018	
		Amt. in `		Amt. in `
Retained Earnings				
Opening Balance	(153.85)		(159.08)	
(+) Profit for the Current Year	5.02		5.23	
(-) Withdrawal during the year	-		-	
Closing balance		(148.84)		(153.85)
		(148.84)		(153.85)

Note No-3.9 Non current financial liabilities-Trade Payables

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	6.42	6.42
Total	6.42	6.42

Note No-3.10 Trade Payable

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good		
Micro, Small and Medium Enterprises	-	-
Others	15.46	32.51
Total	15.46	32.51

Note

1. Balances of trade payables are subject to confirmation

2. The company has dispatch letter by post for asking MSME Registration of Vendors. Till date company has not received any confirmation on that. Hence in the absence of information all vendors are classified under Non-MSME Creditors.

Note No-3.11 Other Current Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
TDS Payable	0.58	-
Total	0.58	-

Note No-3.12 Provisions

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for Employee Benefits		
Salary Payable	-	0.18
Others		
Statutory Tax	-	0.09
Provision for income tax	0.07	1.74
Others	0.34	0.65
Total	0.41	2.66

Note No - 3.13 Revenue from Operations

Particulars	Current Year	Previous Year
Sale of Products	78.70	-
Sale of Services	-	9.14
Total	78.70	9.14

Note No - 3.14 Other Income

Particulars	Current Year	Previous Year
Interest Income	17.46	12.21
Short/excess provision written off	-	0.08
Total	17.46	12.29

Note No - 3.15 Purchase of Stock-in-trade

Particulars	Current Year	Previous Year
Purchase of finished goods	50.06	-
Total	50.06	-

Note No - 3.16 Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress

Particulars	Current Year	Previous Year
Opening Balance		
Finished goods	23.94	-
Less : Closing Balance		
Finished goods	-	23.94
Total	23.94	(23.94)

Note No :- 3.17 Employee Benefits

Particulars	Current Year	Previous Year
Salary and Wages	3.47	3.25
Directors Remuneration	3.00	3.74
Total	6.47	6.99

Note No :- 3.18 Finance Costs

Particulars	Current Year	Previous Year
Interest Expense and Bank Charges	0.02	0.05
Total	0.02	0.05

Note No :- 3.19 Other Expense

Particulars	Current Year	Previous Year
Advertisement Expense	0.33	0.17
Auditor Remuneration	0.30	0.30
Commission expense	1.36	1.80
Company secretarial audit works	0.45	-
Courier expense	0.12	0.11
Demat charges	0.02	-
Hosting Renewal	0.06	-
Insurance Expense	0.03	0.03
Legal and Professional fees	0.53	1.15
Listing fees	2.50	2.88
M.C.A Fees	0.06	-
Misc Exp	0.35	-
NSDL/CDSL Depository Fees	0.24	-
Office expense	0.20	0.69
Petrol Exp	0.30	-
Postage exp	0.00	-
ROC Filing Fees	-	0.18
Round off	-	-
Seating Fees	1.80	-
Stationery Exp	0.06	-
Telephone expense	0.04	0.04
Travelling Exp	0.10	-
Website development charges	-	0.06
Total	8.84	7.41

Note: C. Notes On Accounts:**3.20 Balance Confirmation**

Balances from Trade Receivable, Loans and Advances, Deposits and, including other payables are subject to confirmation. In the opinion of management of the Company, provisions for all known liabilities have been made in the books of accounts. Further, the current assets and liabilities are stated at the value realizable in the ordinary course of business.

3.21 Prior Period and Extraordinary Item

As per IND AS 8, Accounting Policies, Changes In Accounting Estimates And Errors, Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the financial statements of one or more prior periods.

3.22 Event Occurring after Balance Sheet Date

As per IND AS 10 Events occurring after the balance sheet date are those events, both favourable and unfavourable, that occur between the balance sheet date and the date on which the financial statements are approved by the Board of Directors in the case of a company, and, by the corresponding approving authority in the case of any other entity.

These events can broadly be classified in two ways:

- a) Those which provide further evidence of conditions that existed at the balance sheet date; and
- b) Those which are indicative of conditions that arose subsequent to the balance sheet date.

Adjustments to assets and liabilities are required for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date.

3.23 Earnings Per Share

Particular	Year ended March 31st, 2019	Period ended March 31st, 2018
Net Profit as per Profit and Loss Statement	5.02	5.23
Weighted Average Number of Equity Shares	35,00,000	35,00,000
Nominal Value Per Share	10.00	10.00
Basic EPS	0.14	0.15
Diluted EPS	0.14	0.15

• **Calculation of Weighted Average Number of Equity Shares for F.Y. 2018-19**

Sr. No.	Date	Particulars	No. of shares	No of days share were outstanding	Weighted Average No of Equity Shares
1	1-Apr-2018	Opening balance of outstanding equity shares	35,00,000	365	35,00,000
2	31-Mar-2019	Closing Balance of outstanding equity shares	35,00,000	-	35,00,000

3.24 Impairment of Assets

Pursuant to IND AS 36, Impairment of Assets issued by the Central Government under the Companies (Indian Accounting Standard) Rules, 2015 for determining Impairment in the Carrying amount of fixed assets, the management has concluded that since recoverable amount of fixed Assets is not less than its carrying amount, therefore no provision is required for impairment in respect of fixed Assets owned by the Company.

3.25 Micro Small and Medium Enterprises (MSME)

The Micro Small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006 have been taken based on the list of MSME creditors provided by the management. However, as the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

The company has dispatch letter by post for asking MSME Registration of Vendors. Till date company has not received any confirmation on that. Hence in the absence of information all vendors are classified under Non-MSME Creditors.

3.26 Deferred Tax Assets/Liability

Pursuant to IND AS 12, Income Taxes, Deferred Tax Liability is to be recognized for all taxable temporary differences, except to the extent that such difference arises from:

- (a) The initial recognition of goodwill; or
- (b) The initial recognition of an asset or liability in a transaction which:
 - (i) is not a business combination; and
 - (ii) at the time of the transaction, affects neither accounting profit nor taxable profit.

In absence of such temporary differences the company has not created any deferred tax asset/liability.

3.27 Retirement Benefits

Disclosure Requirement as per IND AS-19 "Employee Benefits" notified under Section 133 of the Companies Act, 2013

a) Defined Contribution Plan:-

The Company does not provide for any defined benefit plans to any employees.

b) Defined Benefit Plan: -

The Payment of Gratuity Act, 1972 is only applicable to entities having 10 or more employees. In case of the company, it has only two employees thereby not satisfying the primary criteria of the Act and thus no provision has been created

3.28 Related Party Transactions

As per IND AS 24 on “Related Party Disclosure” issued by the Institute of Chartered Accountant of India the disclosure of transactions with related party is as under:

Party	Relation	Transaction	Amount (in Rs.)
Mohit Desai	Director	Remuneration	3,00,000
Rajendra Gandhi	Director	Seating Fees	90,000
Atul Shah	Director	Seating Fees	90,000

3.29 Pending Litigations

As per explanation and information provided by management there were no Pending Litigations and Criminal Proceedings against the company as on the Balance Sheet Date.

For Mistry & Shah
CHARTERED ACCOUNTANTS
FRN: 122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

Malav Shah
Partner
M. No. 117101
UDIN: 19117101AAAAAY5159

Mohit Desai
Managing Director
DIN: 03089420

Nisha Desai
Director
DIN: 06593368

Place: Ahmedabad
Date: May 30, 2019

Place: Ahmedabad
Date: May 30, 2019

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. /ClientID _____

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company at 201, 2nd Floor Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur, Ahmedabad - 380 015 on Monday 30th day of September, 2019 at 11.00 a.m.

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

Signature of the Member/ Proxy

**PROXY FORM
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 25th Annual General Meeting of the company to be held on Monday, 30th day of September, 2019 at 11.00 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, 2019 together with the Reports of the Board of Directors and Auditors' thereon		
2	To appoint a Director in place of Mr. Mohit Dinesh Desai (DIN: 03089420), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint M/s. Mistry & Shah, Chartered Accountants (Firm Registration No. 122702W) as Auditors to hold office from the conclusion of the Twenty Fifth Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration		
4	Regularisation of Additional Director, Ms. Nisha Mohit Desai, by appointing her as Director of the Company.		

Signed this ___ day of _____ 2019 Signature of the Shareholder _____

Signature of first proxy holder Signature of second proxy holder

Signature of third proxy holder

Affix Revenu e Stamp
