



YURANUS INFRASTRUCTURE LIMITED

GST NO : 24AABCP1847L1ZC
PAN : AABCP1847L
CIN : L74110GJ1994PLC021352

Regd. Office : 8th Floor-Office No.810, One World West, Near Bopal Approach Road,
SP Ring Road, Iscon-Ambali Road, Bopal, Ahmedabad-380058, Gujarat India.
M. +91 9898537188 | Email : info@yuranusinfra.com, cs.yuranus@gmail.com
Website : www.yuranusinfra.com

Date: September 08, 2023

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

BSE Security Code: 536846

ISIN: INE156M01017

Respected Sir/Madam,

Subject: Annual Report - Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of 29th Annual Report of the Company for the financial year 2022-2023.

The Annual Report for the financial year 2022-2023 is also uploaded on the Company's website at www.yuranusinfra.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For, Yuranus Infrastructure Limited

Nitinbhai Govindbhai Patel
Additional Director
DIN: 08626646



Place: Ahmedabad
Date: 08-09-2023

Encl. As above

Yuranus Infrastructure Limited
Annual Report for FY 2022-2023

Corporate Information

Board Of Directors:

Mr. Mohit Dineshbhai Desai Chairman & Managing Director (Upto May 11, 2023)	Mr. Nitinbhai Govindbhai Patel Additional Director (W.e.f. May 08, 2023)
Mr. Pankhil Dineshbhai Desai Executive Director (Upto May 11, 2023)	Mr. Kushal Nitinbhai Patel Additional Director (W.e.f. May 08, 2023)
Mrs. Nisha Mohit Desai Executive Director (Upto May 11, 2023)	Mrs. Rashmi Kamlesh Otavani Additional Independent Director (W.e.f. May 08, 2023)
Mr. Rajendrakumar Shantilal Gandhi Independent Director (Upto May 11, 2023)	Mr. Kunjal Jayantkumar Additional Independent Director (W.e.f. May 08, 2023)
Mr. Atul Jayantilal Shah Independent Director (Upto May 11, 2023)	Mr. Vinod Kanubhai Rana Additional Independent Director (W.e.f. May 08, 2023)

COMMITTEES OF THE COMPANY

Audit Committee	Stakeholder's Committee	Relationship	Nomination & Remuneration Committee
Mr. Atul Jayantilal Shah Chairperson	Mr. Atul Jayantilal Shah Chairperson		Mr. Atul Jayantilal Shah Chairperson
Mr. Mohit Dineshbhai Desai Member	Mr. Rajendrakumar Shantilal Gandhi Member		Mr. Rajendrakumar Shantilal Gandhi Member
Mr. Rajendrakumar Shantilal Gandhi Member	Mrs. Nisha Mohit Desai Member		

RECONSTITUTION OF COMMITTEES ON MAY 08, 2023

Audit Committee	Stakeholder's Committee	Relationship	Nomination & Remuneration Committee
Mr. Kunjal Jayantkumar Soni Chairperson	Mr. Vinod Kanubhai Rana Chairperson		Mr. Vinod Kanubhai Rana Chairperson
Mr. Kushal Nitinbhai Patel Member	Mr. Rashmi Kamlesh Otavani Member		Mr. Kunjal Jayantkumar Soni Member
Mr. Vinod Kanubhai Rana Member	Mr. Kunjal Jayantkumar Soni Member		Mr. Rashmi Kamlesh Otavani Member

Key Managerial Personnel

Mr. Maulik Arunbhai Shah - CFO (Upto May 11, 2023)	Ms. Riddhi Nareshkumar Shah Company Secretary (Upto May 11, 2023)	Mr. Anant Bharatbhai Bhatt Company Secretary (W.e.f. August 28, 2023)
		Mr. Harsh Alpeshkumar Desai CFO (w.e.f. August 02, 2023)

 **Registered Office:**

201, 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar,
Mansi Cross Road, Vastrapur Ahmedabad - 380015, Gujarat, India
(Upto June 23, 2023)

8th Floor, Office No. 810, One World West, Near Bopal Approach, SP
Ring Road, Iscon - Ambali Road, Bopal, Ahmedabad - 380058,
Gujarat, India.
(w.e.f. June 24, 2023)

 **Investor Information****Website of the Company:**

www.yuranusinfra.com

Investor Services Email Id:

info@yuranusinfra.com

 **Statutory Auditor****Mistry & Shah LLP**

Chartered Accountant

8-10, Bhavani Chambers, Nr. Times of
India, Ashram Road, Navarangpura,
Ahmedabad - 380009

Mail ID: info@mistryandshah.com

 **Internal Auditor****M/s AJBP and Associates,**

Chartered Accountants

Ahmedabad

 **Secretarial Auditor**

Payal Dhamecha

 **Registrar & Share Transfer Agent****Link Intime India Private Limited**

5th Floor, 506 to 508, Amamath Business, Centre - I (ABC-
I), Beside Gala Business Centre, Ahmedabad- 380009 Email
Id: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

 **Principal Bankers**

Bank of Baroda, Ahmedabad

Indian Overseas Bank, Ahmedabad

The Kalupur Commercial Co. Op. Bank Limited

Kotak Mahindra Bank Limited

 **Company Listed At****BSE Limited**

(BSE Scrip Code: 536846)

ISIN: INE156M01017

Corporate Identification Number:

L74110GJ1994PLC021352



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

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

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

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

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

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

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

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

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

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

SPECIAL BUSINESSES:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

10. TO INCREASE THE OVERALL BORROWING LIMIT OF THE COMPANY

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

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

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

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

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

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

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

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

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

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

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

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

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

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

NOTES

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

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

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

NOTE: OUR 100% EQUITY SHARES ARE DEMAT MODE.

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

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

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

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

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

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

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

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

21. PROCESS FOR REGISTERING E-MAIL ADDRESS:

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

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

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

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

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

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

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

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

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




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

Step 1: Access to NSDL e-Voting system

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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

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

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

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

ANNEXURE TO NOTICE

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

ITEM NO. 3:

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

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

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

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

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

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

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

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

A. General Information

1. Nature of Industry:

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

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

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

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

(Rs. in Lakh except EPS)

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

(Rs. in Lakh except EPS)

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

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

Information about the appointee:

1. Background details:

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

2. Past remuneration

N.A

3. Recognition or awards

N.A.

4. Job profile and his suitability

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

5. Remuneration proposed

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

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

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

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

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

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

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

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

ITEM NO. 4:

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

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

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

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

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

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

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

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

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

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

ITEM NO. 5 TO 7:

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

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

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

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

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

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

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

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

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

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

ITEM NO. 8:

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

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

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

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

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

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

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

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

ITEM NO. 9:

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

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

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

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

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

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

ITEM NO. 10 & 11:

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

&

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

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

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

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

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

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

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

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

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

ITEM NO. 12:

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

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

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

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

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

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

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

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

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

ANNEXURE TO THE EXPLANATORY STATEMENT:

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

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

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

Registered office:

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

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

Date: September 06, 2023

Place: Ahmedabad

Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646

DIRECTORS' REPORT

DEAR MEMBERS,

The Board of Directors have pleasure in presenting the 29th (Twenty Ninth) Annual Report of the Company together with the Audited Financial Statements for the year ended on March 31, 2023.

1. FINANCIAL HIGHLIGHTS:

The summary of the financial results for the year and appropriation of divisible profits is given below:

PARTICULARS	F.Y. 2022-2023	F.Y. 2021-2022
Revenue form Operation	40.28	35.55
Other Income	18.76	16.22
Total Income (Total Revenue)	59.04	51.78
Total Expenditure (Excluding Depreciation)	53.41	46.31
Profit before Financial costs, Depreciation and amortization expenses and Taxation	5.63	5.47
Less: Finance Costs	0.12	0.08
Operating profit before Depreciation and amortization expenses and Taxation	5.51	5.40
Less: Depreciation and amortisation	-	0.03
Profit before Tax	5.51	5.37
Less: (1) Current Income Tax	1.74	1.55
Less: (2) Income Tax (Prior Period)	-	-
Less: (3) Deferred Tax	-	(0.08)
Profit after tax	3.77	3.89
EPS (Basic)	0.11	0.11
EPS (Diluted)	0.11	0.11

Note: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure and may not be comparable with the figures reported earlier.

2. OPERATIONAL PERFORMANCE:

Change in Control and Management

Mr. Dinesh Navinchandra Desai, one of the members of the promoter and promoter group and other promoter and promoter group of the Company (Seller), Kushal Nitinbhai Patel and other relatives (Acquirer) and the Company entered into a Share Purchase Agreement (SPA) dated **February 24, 2023** and Letter of Offer dated **May 1, 2023**, whereby the Acquirer agreed to purchase **16,01,100** fully paid-up equity shares of **Rs. 10/-** each, constituting **45.75 %** of the fully diluted voting share capital of the Company (Shares), from the Seller, at a price of Rs. 8/- per equity share (Transaction). Seller transferred the said Shares to the Acquirer. The Acquirer is classified as one of the promoters of the Company and would be part of the promoter group alongwith the existing promoter/promoter group.

The Acquirer has already made an open offer to the public shareholders of the Company to acquire from them upto **26%** of the fully diluted outstanding equity share capital of the Company at a price of **Rs. 8/-** per share aggregating to **Rs. 72.8** lakhs under the relevant provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Draft Letter of Offer (DLOF) in respect of the open offer was filed by the Acquirer with SEBI on **May 1, 2023** and accordingly with due procedure acquirer have acquired requisite shares from public as well as seller and as of now acquirer cum promoters and promoter group hold **66.59 %** of the fully diluted equity share capital of the Company.

Pursuant to the Transaction, the Board of Directors was re - constituted, the details of appointment / redesignation and resignation of Directors in the course of such re-constitution are set out herein below under Directors and Key Managerial Personnel.

Management Discussion and Analysis

As required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations), a Management Discussion and Analysis, Report forms part of this Report as Annexure A.

The total income of the Company during the financial year 2022-2023 was Rs. 40.28 Lakhs as against Rs. 51.73 lakhs during FY 2021-2022. The Company had profit after tax of Rs.3.77 Lakhs during FY 2022-2022 as against profit of Rs. 3.89 Lakhs during FY 2021-2022.

3. TRANSFER TO RESERVES:

During the year, the Company has not apportioned any amount to other reserve. The profit earned during the year has been carried to the balance sheet of the Company.

4. DIVIDEND:

In the financial year 2022-2023, the Board of Directors of your Company, after considering holistically the relevant circumstances, has decided that it would be prudent, has not recommended any Dividend for the year under review.

Dividend Distribution Policy

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') the Board of Directors of the Company (the 'Board') formulated and adopted the Dividend Distribution Policy (the 'Policy').

The Policy is available on our website at www.yuranusinfra.com.

5. TRANSFER OF SHARES AND UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no money lying to unpaid / unclaimed dividend account pertaining to any of the previous years with the Company. As such the Company is not required to transfer such amount to the Investor Education and Protection Fund established by the Central Government in pursuant to the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, the provisions related to the shares in respect of which dividend has not been paid/claimed for the consecutive period of seven (7) years or more which are required to be transferred to the demat account of the IEPF Authority, are not applicable to the Company.

6. SHARE CAPITAL:

Authorized Capital:

The Authorised Share Capital of the Company as on March 31, 2023 was Rs. 4,00,00,000 (Rupees Four Crores Only) divided into 4000000 (Forty Lakh) equity shares of ₹ 10/- each.

Issued, Subscribed & Paid-up Capital:

As on March 31, 2023 the Issued, Subscribed and fully Paid-up Capital of the Company stood at Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakh Only) divided into 3500000 (Thirty Five Lakh) equity shares of ₹ 10/- each.

During the year under review, the following no. issue have been made through following procedure in the Company:

➤ **DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

During the Financial Year 2022-2023, the Company has not issued any Equity Shares with differential rights during the year.

➤ **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES ISSUED**

During the Financial Year 2022-2023, the Company has not issued any Sweat Equity Shares during the year.

➤ **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION**

During the Financial Year 2022-2023, the Company has not issued any Employee Stock Option Scheme during the year.

➤ **DISCLOSURE REGARDING SHARES HELD IN TRUST FOR THE BENEFIT OF EMPLOYEES WHERE THE VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY THE EMPLOYEES**

During the Financial Year 2022-2023, the Company does not hold any shares in any trust for the benefit of employees.

➤ **DISCLOSURE REGARDING ISSUE / REDEMPTIONS OF DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES**

During the Financial Year 2022-2023, the Company has neither issued nor redeem any Non-Convertible Debentures through private placement.

➤ **DISCLOSURE REGARDING ISSUE OF WARRANT**

During the Financial Year 2022-2023, the Company has not issued any warrants for any issue by way of preferential allotment, private placement, public issue.

7. CHANGE IN NATURE OF BUSINESS:

During the Financial Year 2022-2023, your Company has managed the affairs in a fair and transparent manner and there was no change in the business of the Company.

The Company is in Manufacturing sector, it is engaged in Cotton Bales Manufacturing. The Company is also involved in Trading and Export of Raw Cotton Bales and Cotton Seeds.

8. CHANGE IN THE REGISTERED OFFICE:

During the year, there was no change in address of registered office of the Company. The Registered office of the Company is situated at 201, 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur Ahmedabad - 380015, Gujarat, India.

However, after closure of the year, on June 24, 2023, the Board of Directors of the Company at their Meeting, considered and approved the proposal of shifting its registered office to 8th Floor, Office No. 810, One World West, Near Bopal Approach, SP Ring Road, Iscon - Ambali Road, Bopal, Ahmedabad – 380058, Gujarat, India.

9. SUBSIDIARIES/ASSOCIATES/ JOINT VENTURES:

The Company does not have subsidiaries, associates and joint ventures companies in the period under review.

10. PUBLIC DEPOSITS:

During the period under report, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended from time to time).

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Company is well supported by the knowledge and experience of its Directors and Executives.

Table-1: Composition of Board of Directors and attendance of their Meetings during the year 2022-2023

Name	Category	No. of Board Meetings held during the year 2022-23		Whether attended last AGM	No. of Directorships in other Public Companies *	No. of committee positions in other public Companies **		Name of listed Companies where Directorship is held and its category
		Held	Attended			Member	Chairman	
Pankhil Dineshbhai Desai ¹	Executive Director	4	4	Yes	1	-	-	Pankhil Construction Limited
Mohit Dinesh Desai ¹	Managing Director	4	4	Yes	1	1	-	-
Rajendrakumar Shantilal Gandhi ¹	Independent Director	4	4	Yes	-	2	-	-
Atul Jayantilal Shah ¹	Independent Director	4	4	Yes	-	2	2	-
Nisha Mohit Desai ¹	Executive Director	4	4	Yes	-	1	-	-

* Excluding LLPs, Section 8 Company & struck of Companies. Total Directorship includes Yuranus Infrastructure Limited also.

** Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies including Yuranus Infrastructure Limited.

However, after closure of the year and pursuant to the Share Purchase Agreement (SPA) dated **February 24, 2023** and Letter of Offer dated **May 1, 2023**, the Management of the Company changed and following Directors were appointed on May 08, 2023, and all the previous directors as mentioned hereinabove were resigned w.e.f. May 11, 2023.

Nitinbhai Patel ²	Additional Director	NA	NA	NA	1			
Kushal Patel ²	Additional Director	NA	NA	NA	1			
Kunjali Soni ²	Independent Additional Director	NA	NA	NA	3			
Vinod Rana ²	Independent Additional Director	NA	NA	NA	1			
Rashmi Kamlesh Otavani ²	Independent Additional Director	NA	NA	NA	6			

- ¹ Mr. Pankhil Dineshbhai Desai, Mr. Mohit Dinesh Desai, Mrs. Nisha Mohit Desai, Mr. Rajendrakumar Shantilal Gandhi and Mr. Atul Jayantilal Shah were resigned from the post of Directorship w.e.f. May 11, 2023.
- ² Mr. Kushal Nitinbhai Patel, Mr. Nitinbhai Govindbhai Patel, Mr. Kunjal Jayantkumar Soni, Mr. Vinod Kanubhai Rana and Ms. Rashmi Kamlesh Otavani were appointed as an Additional Director w.e.f. May 08, 2023.

Brief resume, nature of expertise, details of directorships held in other Companies of the above Director proposed to be reappointed, along with his shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as annexure to the Notice of the 29th Annual General Meeting (AGM).

Your Company namely Yuranus Infrastructure Limited has been acquired by acquirer cum new promoters and promoter group vide Share Purchase Agreement (SPA) dated February 24, 2023 and Letter of Offer dated May 1, 2023.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act").

Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. So, provisions contained in Regulation 17 to 27 of (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 are not applicable to the Company.

During F.Y. 2022-2023, the Board of Directors of the Company comprised of 5 Directors. Out of 5 (Five) Directors on the Board, 3 (Three) were Executive Directors and remaining 2 (Two) were Independent Directors.

The Company has received declarations of independence as stipulated under section 149(6) and 149(7) of the Act and regulation 16(1)(b) of the Listing Regulations from Independent Directors confirming that they are not disqualified for continuing as an Independent Director. There has been no change in the circumstances affecting their status as an Independent Director of the Company.

The number of Directorship(s), Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as amended from time to time.

The necessary disclosures regarding Committee positions have been made by all the Directors.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and not debarred or disqualified by the SEBI/Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation (10)(i) of Part C of Schedule V of Listing Regulations.

Key Managerial Personnel:

Pursuant to the provisions of Section 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the following are the Key Managerial Personnel of the Company:

Key Managerial Personnel List as on the closure of the year are as follows:

Sr. No.	Name	Designation
1.	Mohit Dinesh Desai	Managing Director
2.	Maulik Arunbhai Shah	Chief Financial Officer
3.	Ms. Riddhi Nareshkumar Shah	Company Secretary & Compliance Officer

After closure of the year:-

1. Ms. Riddhi Nareshkumar Shah has resigned from the post of a Company Secretary & Compliance Officer of the Company and there upto June 02, 2023.
2. Mohit Dinesh Desai & Maulik Arunbhai Shah resigned from their posts of Managing Director & Chief Financial Officer respectively w.e.f. May 11, 2023 pursuant to business acquisition & change in management.
3. Mr. Nitinbhai Govindbhai Patel appointed as Chariman & Managing Director w.e.f. May 08, 2023.
4. Mr. Mr. Harsh Alpeshkumar Desai, Chartered Accountant, (Membership No: 600252) as a Chief Financial Officer (CFO) has been appointed as a Chief Financial Officer of the Company with effect from August 02, 2023.
5. Mr. Anant Bharatbhai Bhatt has been appointed as a Company Secretary & Compliance Officer with effect from August 28, 2023.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by the internal, statutory, cost, and secretarial auditors and external agencies including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2022-2023.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 ("Act"), in relation to financial statements of the Company for the year ended March 31, 2023, the Board of Directors, to the best of its knowledge and ability confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there were no material departures;
- b. they 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 profit of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they 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. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were in place, are adequate and operating effectively.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. Conservation of energy –

- i.) **The steps taken or impact on conservation of energy:** The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.
- ii.) **The steps taken by the Company for utilizing alternate sources of energy:** The Company has not taken any step for utilizing alternate sources of energy.

iii.) **The capital investment on energy conservation equipment:** During the year under review, Company has not incurred any capital investment on energy conservation equipment.

B. Technology absorption –

i.) **The effort made towards technology absorption:** The Company has not imported any technology and hence there is nothing to be reported here.

ii.) **The benefit derived like product improvement, cost reduction, product development or import substitution:**

None

iii.) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –**

a. The details of technology imported: None

b. The year of import: None

c. Whether the technology has been fully absorbed: None

d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None

C. The expenditure incurred on Research and Development: NIL

D. Foreign Exchange Earnings & Expenditure:

Earnings	- Nil
Outgo –	- Nil

14. PARTICULAR OF EMPLOYEES:

Particulars of the Employees

During the period under review no employee was paid remuneration in excess of the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Disclosure pursuant to Section 197(12) of the Act forms part of Report. The Reports and Accounts are being sent to Members and other entitled thereto, excluding the information on employee's particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on any working day. If any member is interested in obtaining a copy thereof, such member may write to Company Secretary in this regard. The Report is presented in a separate section forming part of this Annual Report as Annexure - A.

Remuneration Policy

The Company has in place Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel to align with the requirement of the Act and LODR. The brief particulars of the remuneration policy are stated in the enclosed CGR and are available on the website of the Company at web link www.yuranusinfra.com.

15. MATERIAL CHANGES AND COMMITMENTS, IF ANY, BETWEEN BALANCE SHEET DATE AND DATE OF DIRECTORS' REPORT

DURING THE AUDIT PERIOD REPORT: -

1. Beeline Capital Advisors Private Limited ("Manager to the Offer") gave Public Announcement on February 24, 2023 for open offer for acquisition of up to 9,10,000 (nine lakh ten thousand) fully paid-up equity shares having face value of rs. 10/- each, representing 26.00% of the total paid-up / voting share capital of Yuranus Infrastructure Limited ("YIL" or the "Target Company" or "TC") by Mr. Nitinbhai Govindbhai Patel (Acquirer no. 1), Mrs. Gitaben Nitinbhai Patel (Acquirer No. 2), Mr. Kushal Nitinbhai Patel (Acquirer No. 3) And Mrs. Pooja Kushal Patel (Acquirer No. 4) (hereinafter collectively refer to as "acquirers") pursuant to and in compliance with Regulation 3 and 4 read with regulations 13(1) and 15(1) of the Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Sebi (SAST) regulations") no person is acting in concert with the acquirer for the purpose of this Open Offer.

2. On Friday, February 24, 2023, the Acquirers have entered into and executed a Share Purchase Agreement with the Sellers of the Target Company to acquire 16,01,100 (Sixteen Lakhs One Thousand One Hundred) Equity Shares constituting 45.75% of Equity and Voting Share Capital of the Target Company at a price of Rs. 8.00/- (Rupees Eight Only).
3. Draft Letter of Offer dated February 28, 2023 in terms of SEBI SAST Regulations 2011 was submitted to SEBI and Stock Exchange.

After the review period following were the changes,

Change in Control and Management

Mr. Dinesh Navinchandra Desai, one of the members of the promoter and promoter group and other promoter and promoter group of the Company (Seller), Kushal Nitinbhai Patel and other relatives (Acquirer) and the Company entered into a Share Purchase Agreement (SPA) dated **February 24, 2023** and Letter of Offer dated **May 1, 2023**, whereby the Acquirer agreed to purchase **16,01,100** fully paid-up equity shares of **Rs. 10/-** each, constituting **45.75 %** of the fully diluted voting share capital of the Company (Shares), from the Seller, at a price of Rs. 8/- per equity share (Transaction). Seller transferred the said Shares to the Acquirer. The Acquirer is classified as one of the promoters of the Company and would be part of the promoter group alongwith the existing promoter/promoter group.

The Acquirer has already made an open offer to the public shareholders of the Company to acquire from them upto **26%** of the fully diluted outstanding equity share capital of the Company at a price of **Rs. 8/-** per share aggregating to **Rs. 72.8** lakhs under the relevant provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Draft Letter of Offer (DLOF) in respect of the open offer was filed by the Acquirer with SEBI on **May 1, 2023** and accordingly with due procedure acquirer have acquired requisite shares from public as well as seller and as of now acquirer cum promoters and promoter group hold **66.59 %** of the fully diluted equity share capital of the Company.

Pursuant to the Transaction, the Board of Directors was re - constituted, the details of appointment / redesignation and resignation of Directors in the course of such re-constitution are set out herein below under Directors and Key Managerial Personnel.

16. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the notes to the Financial Statements which is a part of this Annual Report.

17. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The familiarization programs for the Independent Directors are in line with the Policy adopted by the Board in connection thereof.

The management provides information as detailed in the Familiarization Policy for the Independent Directors either at the Board meeting(s) or committee meeting(s) or otherwise. Periodic presentations were made at the Board and /or Committee meetings thereof on various matters, inter-alia, covering business and performance updates, finance, quality, human resources, quarterly and financial results, status of the compliance of the applicable laws and such other areas as may arise, from time to time, where directors get an opportunity to interact with the Company management. Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all documents sought by them for enabling a good understanding of the Company, its various operations and industry segments of which it is a part.

During the year the Company continuously through its various Board Meeting(s) and/or Committee meeting(s) facilitated Directors to familiarize about the Company performance and in turn helped them in their active participation in managing the affairs of the Company.

Familiarization Programme undertaken for Independent Directors is provided on the website of the Company at www.yuranusinfra.com.

18. RELATED PARTY TRANSACTIONS:

Particulars of Contract or Arrangements with Related Parties

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence, disclosure in form AOC-2 under the Act read with the rules made therein is not required.

Further, the Company has not entered into any contract/ arrangement/ transaction which would be considered as material in accordance with the policy of the Company on the materiality of the related party transaction. The details of RPT transactions forms part of the notes to audited financial statements.

None of the transactions with any related parties were in conflict with the Company interest.

The policy on Related Party Transactions as approved by the Board may be available on the website of the Company at www.yuranusinfra.com.

19. AUDITORS:

a. Statutory Auditors and Auditor's Report

M/s. Mistry & Shah LLP, Chartered Accountants Ahmedabad (Firm registration number: W100683/122702W) were appointed as Statutory Auditor of your Company at the 25th (Twenty Fifth) Annual General Meeting held on September 30, 2019 to hold office as such from the conclusion of the 26th (Twenty Sixth) Annual General Meeting till the conclusion of 30th (Thirtieth) Annual General Meeting of the Company. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and hold a valid certificate issued by Peer Review Board of the ICAI.

The Statutory Auditors' report does not contain any qualification, reservation or adverse remark and is self-explanatory and unmodified and thus does not require any further clarifications / comments. The Statutory Auditors have not reported any incident of fraud committed against the Company by its officers or employees, the details of which would be required to be mentioned in the Directors' Report under Section 143 (12) of the Companies Act, 2013, to the Audit Committee of the Company during the year under review.

b. Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s Payal Dhamecha & Associates, Practicing Company Secretaries, Ahmedabad as Secretarial Auditors of the Company for the F.Y. 2022-2023 to conduct Secretarial Audit and the Secretarial Audit Report in Form MR-3. The Secretarial Audit Report for the financial year 2022-2023 is annexed to this report as an [Annexure - B](#).

There have been few observations of the Secretarial Auditor in her report and the same are given as under,

Sr. No.	Observations/ Remarks of the Practicing Company Secretary	Management reply									
1.	<p>The certificate with respect to compliance of Structured Digital Database (SDD) regarding handling of UPSI on quarterly basis was filed delayed by the company. Details of filing the same are :</p> <table border="1"> <thead> <tr> <th>Quarter Ending</th> <th>Due date</th> <th>Filing date</th> </tr> </thead> <tbody> <tr> <td>June 2022</td> <td>August 09, 2022</td> <td>July 21,2023</td> </tr> <tr> <td>September 2022</td> <td>November 18,2022</td> <td>July 21,2023</td> </tr> </tbody> </table>	Quarter Ending	Due date	Filing date	June 2022	August 09, 2022	July 21,2023	September 2022	November 18,2022	July 21,2023	<p>We would like to inform you that since Company did not have business and due to high cost of the SDD software, the Company has not obtained any software and maintaining the Structured Data internally with adequate internal controls and</p>
Quarter Ending	Due date	Filing date									
June 2022	August 09, 2022	July 21,2023									
September 2022	November 18,2022	July 21,2023									

	December 2022	January 21,2023	July 21,2023	checks. have complied with the above provision in Excel file Further, the Company has filled all the required certificates on BSE Limited on July 21, 2023
	March 2023	April 21,2023	July 21,2023	
2.	The company had delayed by few minutes in filing of the :			The delay was caused due to delay in signature by the Director on the outcome. The company will be cautious from now onwards.
	Quarter	Due date/Time	Filing date/Time	
	June, 2022	August 13, 2022, 5:00 P.M	August 13,2022,05:19 P.M.	
	March 2023	May 05,2023, 1:15 P.M.	May 5, 2023, 1:24 P.M.	
3.	The company was required to upload the Annual Report in XBRL simultaneously along with filing of E-form AOC-4 but the same got delayed i.e. was required to be uploaded on October 22, 2022 and was uploaded on November 11,2022			The same got delayed due to the technical error caused at the moment and hence company tried its best to do upload the same within time. The company has made better arrangements for the same.
4.	The listed company has delayed in filing of Financial results in XBRL mode within 24 hours from the conclusion of Board Meeting held on November 12, 2022 for the consideration of Financial results for the quarter ended September 30, 2022. The same was filed on November 15, 2022			The delay was due to an unavoidable circumstances. The company will be careful from now onwards.
5.	The company was required to upload non-applicability of Initial Disclosure of Large Corporate entity within 30 days from the end of the financial year which was not filed by the company for the Financial year 2022-23			The company will be more cautious from now onwards.
6.	The Nomination and remuneration consists only two Directors instead of minimum three Directors as per the provisions of section 178 of the Companies act, 2013			The company has taken the note of the same .whereas the management has been changed and accordingly the company has reconstituted the committee according to the requirements of section-178 of companies act, 2013.
7.	Prior intimation of Board meeting held on February 06, 2023 in XBRL was not made by the company.			The company was not aware about the same and hence we have made the arrangements for compliances so as none of the compliances get missed form now onwards.

c. Internal Auditors

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 M/s AJBP and Associates, Chartered Accountants, Ahmedabad, was appointed as an Internal Auditor of the Company for Internal Audit of the Company for F.Y. 2022-2023.

The Company continued to implement his suggestions and recommendations to improve the control systems. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

d. Cost Auditors and Cost Audit

In the financial year 2022-23, the requirement of Cost Audit was not applicable to our Company. Hence, the Company did not appoint a Cost Auditor.

20. WEBSITE:

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely "www.yuranusinfra.com" containing basic information about the Company. The website of the Company is containing information like Policies Shareholding Pattern Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

21. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has adopted Vigil Mechanism / Whistle Blower Policy, which was approved and adopted by the Board of Directors of the Company. The policy enables the employees to report to the management instances of unethical behaviour actual or suspected fraud or violation of Company's Code of Conduct. This provides for adequate safeguards against the victimization of employees and Directors who wish to use the vigil mechanism to bring any wrong deed(s) to the notice of the Company. During the year under review, the implementation of the vigil mechanism has been properly and regularly monitored by the Audit Committee. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.yuranusinfra.com.

22. CORPORATE SOCIAL RESPONSIBILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to Section 135(1) of the Companies Act, 2013 every Company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more Directors, out of which at least one Director shall be an independent director.

Your Company's Net Profit (Profit before Tax) of Rs. 5.37 Lakh during the immediately preceding financial year (i.e. F.Y. 2022-2023), which is below the above mentioned threshold limit and accordingly, the provisions of CSR does not apply to your Company.

23. MEETINGS OF THE COMPANY:

Regular meetings of the Board are held at least once in a quarter. Additional Board meetings are convened, as and when require, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Companies Act, 2013.

Four Board Meetings were held during the year under review. The dates and notices were fixed/issued well in advance in compliance with the Secretarial Standards. Meetings were held on 1) Saturday, May 28, 2022, 2) Saturday, August 13, 2022, 3) Saturday, November 12, 2022 and 4) Monday, February 06, 2023 at the registered office of the Company i.e. 201, 2nd Floor, Maulik Arcade, Above Karnavati Pagarkha Bazar, Mansi Cross Road, Vastrapur Ahmedabad - 380015, Gujarat, India. The Composition of Board, procedure, venue, dates, time and other details are provided hereunder,

Name of Director	Pankhil Dineshbhai Desai	Mohit Dinesh Desai	Nisha Mohit Desai	Rajendrakumar Shantilal Gandhi	Atul Jayantilal Shah
Appointment Date	12-06-2020	02-09-2017	20-03-2019	07-08-2012	07-08-2012
Resignation Date	11-05-2023	11-05-2023	11-05-2023	11-05-2023	11-05-2023
Number of Board Meeting held	4	4	4	4	4
Number of Board Meetings Eligible to attend	4	4	4	4	4
Number of Board Meeting attended	4	4	4	4	4
Presence at the previous AGM	Yes	Yes	Yes	Yes	Yes

Board Evaluation

The Board, in terms of the policy devised by Nomination & Remuneration Committee and pursuant to the provisions of the Act and LODR, has carried out an annual performance evaluation of its own as well as its committees and individual directors. The manner in which the evaluations has been carried out are disclosed in the Report on Corporate Governance forming part of this Report..

24. COMMITTEE OF BOARDS:

As required by the provisions of the Act and Listing Regulations, the Company has already formed the following Committees, the details of which are disclosed in the Report on Corporate Governance forming part of this Report.

The Board of Directors has constituted 4 Committees of the Board viz.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

The Board of Directors in line with the requirement of the act has formed various committees details of which are given hereunder.

Audit Committee:

Audit Committee meeting is generally held for the purpose of recommending the Quarterly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

The composition of the Audit Committee:

Name of Director	Category	Designation
Mr. Atul Jayantilal Shah ¹ (Upto May 11, 2023)	Independent Director	Chairperson
Mr. Mohit Dinesh Desai ¹ (Upto May 11, 2023)	Managing Director	Member
Mr. Rajendrakumar Shantilal Gandhi ¹ (Upto May 11, 2023)	Independent Director	Member
Mr. Kushal Nitinbhai Patel ² (w.e.f. May 08, 2023)	Additional Director	Member
Mr. Kunjal Soni ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Chairperson
Mr. Vinod Rana ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Member

¹ Mr. Atul Jayantilal Shah, Mr. Mohit Dinesh Desai and Mr. Rajendrakumar Shantilal Gandhi were resigned from the post of Director w.e.f. May 11, 2023 in the Company.

² Mr. Kushal Nitinbhai Patel, Mr. Kunjal Soni, and Mr. Vinod Rana were appointed as additional director on May 08, 2023 and accordingly committee was re-constituted on the May 08, 2023.

Details of the Audit Committee Meetings held during the Financial Year 2022-2023:

Number of Audit Committee Meeting	Date of Audit Committee Meeting
Audit Committee Meeting No. 01/2022-2023	Saturday, May 28, 2022
Audit Committee Meeting No. 02/2022-2023	Saturday, August 13, 2022
Audit Committee Meeting No. 03/2022-2023	Saturday, November 12, 2022
Audit Committee Meeting No. 04/2022-2023	Monday, February 06, 2023

Attendance of the Audit Committee members are given below:

Name of the Directors	Category	Designation	Number of Audit Committee Meeting held during the financial year 2022-2023		
			Held	Eligible to Attend	Attended
Mr. Atul Jayantilal Shah	Independent Director	Chairperson	4	4	4
Mr. Mohit Dinesh Desai	Managing Director	Member	4	4	4
Mr. Rajendrakumar Shantilal Gandhi	Independent Director	Member	4	4	4

Chief Financial Officer of the Company is a regular invitee at the Meeting. Further, the Company Secretary of the Company is acting as Secretary to the Audit Committee.

Recommendations of Audit Committee wherever/whenever given have been accepted by the Board.

Stakeholder's Grievance & Relationship Committee (SGRC):

The Board of Directors has formed Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

The composition of the Stakeholder's Grievance & Relationship Committee:

Name of Director	Category	Designation
Mr. Atul Jayantilal Shah ¹ (Upto May 11, 2023)	Independent Director	Chairperson
Mr. Rajendrakumar Shantilal Gandhi ¹ (Upto May 11, 2023)	Independent Director	Member
Mrs. Nisha Mohit Desai ¹ (Upto May 11, 2023)	Director	Member
Mr. Vinod Rana ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Chairperson
Mr. Kunjal Soni ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Member
Ms. Rashmi Kamlesh Otavani ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Member

¹ Mr. Atul Jayantilal Shah, Mr. Rajendrakumar Shantilal Gandhi and Mrs. Nisha Mohit Desai were resigned from the post of Director w.e.f. May 11, 2023 in the Company.

² Mr. Kunjal Soni, Mr. Vinod Rana and Ms. Rashmi Kamlesh Otavani were appointed as additional director on May 08, 2023 and accordingly committee was re-constituted on the May 08, 2023.

Details of the Stakeholder’s Grievance & Relationship Committee Meetings held during the financial year 2022-2023:

Number of Stakeholder’s Grievance & Relationship Committee Meeting	Date of Stakeholder’s Grievance & Relationship Meeting
SGRC Meeting No. 01/2022-2023	Saturday, May 28, 2022
SGRC Meeting No. 02/2022-2023	Saturday, August 13, 2022
SGRC Meeting No. 03/2022-2023	Saturday, November 12, 2022
SGRC Meeting No. 04/2022-2023	Monday, February 06, 2023

Attendance of the Stakeholder’s Grievance & Relationship Committee members are given below:

Name of the Directors	Category	Designation	Number of Stakeholder’s Grievance & Relationship Committee Meeting held during the financial year 2022-2023		
			Held	Eligible to Attend	Attended
Mr. Atul Jayantilal Shah	Independent Director	Chairperson	4	4	4
Mr. Rajendrakumar Shantilal Gandhi	Independent Director	Member	4	4	4
Mrs. Mrs. Nisha Mohit Desai	Director	Member	4	4	4

Chief Financial Officer of the Company is a regular invitee at the Meeting. Further, the Company Secretary of the Company is acting as Secretary to the Stakeholder’s Grievance & Relationship Committee.

Recommendations of Stakeholder’s Grievance & Relationship Committee wherever/whenever given have been accepted by the Board.

Nomination and Remuneration Committee (NRC):

The Board of Directors has formed Nomination and Remuneration Committee mainly to focus on the redressal of Shareholders’ / Investors’ Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

The composition of the Nomination and Remuneration Committee:

Name of Director	Category	Designation
Mr. Atul Jayantilal Shah ¹ (Upto May 11, 2023)	Independent Director	Chairperson
Mr. Rajendrakumar Shantilal Gandhi ¹ (Upto May 11, 2023)	Independent Director	Member
Mr. Vinod Rana ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Chairperson
Mr. Kunjal Soni ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Member
Ms. Rashmi Kamlesh Otavani ² (W.e.f. May 08, 2023)	Additional Director (Independent)	Member

¹ Mr. Atul Jayantilal Shah and Mr. Rajendrakumar Shantilal Gandhi were resigned from the post of Director w.e.f. May 11, 2023 in the Company.

² Mr. Kunjal Soni, Mr. Vinod Rana and Ms. Rashmi Kamlesh Otavani were appointed as additional director on May 08, 2023 and accordingly committee was re-constituted on the May 08, 2023.

25. RISK MANAGEMENT:

During the Financial Year 2022-2023, the Company was exempted under regulation 21 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 from reporting of risk management. board is fully aware of Risk Factor and is taking preventive measures wherever required.

The Company has a mechanism in place to inform Board Members about the risk assessment and minimization procedures. The details of the identification of the various risk associated with the business of the Company which in the opinion of the Board may threaten existence of the Company is detailed in the enclosed Management Discussion & Analysis Report ("MDAR").

There are no risks which in the opinion of the Board threaten the existence of the Company. Discussion on risks and concerns are covered in the Management Discussion and Analysis Report (MDA), which forms a part of this Annual Report.

26. DISCLOSURE RELATION TO REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The details of remuneration paid during the financial year 2022-2023 to Directors and Key Managerial Personnel of the Company is provided in Form MGT- 7 which is uploaded on the website of the Company at www.yuranusinfra.com

27. ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure effectiveness of board processes information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc. In addition, the chairman was also evaluated on the key aspects of his role.

28. LISTING:

The Equity Shares of the Company listed at BSE Limited (Main Board). The previous management has not paid the Annual Listing Fees for the Financial Year 2022-23 and same was paid on May 02, 2023. However, the BSE has adjusted the same against the fees for the FY 2023-2024 and the Annual Listing Fees for the Financial Year 2023-2024 was paid after the due date to BSE Limited and National Stock Exchange of India Limited.

29. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees, whether permanent, contractual, temporary and trainees are covered under this Policy. As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. During the period under review, no complaint was pending neither any complaint was filed pertaining to Sexual Harassment Policy.

30. ANNUAL RETURN:

As required under the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Annual Return in Form No. MGT-7 is displayed on the website of the Company at www.yuranusinfra.com

31. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The purpose of the internal control is to prevent risk arising in course of operations by adopting appropriate controls and process, especially with regard to conformity with the laws, compliance with the strategy, the quality of accounting and reporting, and the quality of process and protection of assets amongst others.

Your Company has an effective internal control system commensurate to its size, scale and complexities of its operations. Based on the reports of the internal audit, process owners undertake corrective action in their respective areas and thereby strengthening the controls. The Company has appointed consultants/professionals to conduct Secretarial Audit and observations made

32. CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

However, Company is complying with few of the exempted regulations voluntarily and details of same are provided in this report under the respective heading.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report as Annexure - C.

34. SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS:

There were no significant / material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

35. SECRETARIAL STANDARDS:

Secretarial Standards as applicable to the Company were followed and complied with during the Financial Year 2022-2023.

36. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

37. HEALTH, SAFETY AND ENVIRONMENT:

The safety excellence journey is a continuing process of the Company. The Company provide safety environment to the employees & workers of the Company. The Company also gives safety tips to workers. The Company has given all the safety equipment to the workers. The Company also takes care of the health of the workers during their work. The company has maintained a friendly environment so that if any employee or worker faces any problem, he can directly talk to the concerned person. The Company also checking the workers during their works.

38. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Human Resources are vital and most valuable assets for the Company. The Company believes that Human Resources shape the success of its business vision. Your Company recognizes its employees as its greatest asset and constantly strives to create a friendly system of continuous learning to help our workforce be future ready.

Amidst the pandemic, the safety of our employees has been our top-most priority and the Company had taken several measures to ensure their well-being.

High-quality leadership talent has also been infused across all functions to build a robust talent pipeline. The Industrial Relations scenario continued to be positive across all our manufacturing locations.

39. ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its Members are its most important stakeholders. The Company accords top priority for creating and enhancing shareholders value. All the Company's operations are guided and aligned towards maximizing shareholders value. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socioeconomic and environmental dimensions and contribute to sustainable growth and development.

40. APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Not applicable, as there were no proceedings pending under the Insolvency and Bankruptcy Code, 2016

41. REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

42. MAINTENANCE OF COST RECORD:

Since the company is not falling under prescribed class of Companies, our Company is not required to maintain cost records.

43. OTHER DISCLOSURES:

- 1) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- 2) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- 3) Annual Report and other compliances on Corporate Social Responsibility;
- 4) There is no revision in the Board Report or Financial Statement;
- 5) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- 6) The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

44. APPRECIATION & ACKNOWLEDGEMENTS:

Your Board takes this opportunity to thank Company's employees for their dedicated service and firm commitment to the goals & vision of the Company. Your Directors take this opportunity to thank our customers for their continued loyalty with our products which has resulted in the Company's extraordinary success in industry even in this unprecedented times. The Board also wishes to place on record its sincere appreciation for the wholehearted support received from the shareholders, investors and bankers. Further we would also like to acknowledge the support and assistance extended by the Regulatory Authorities such as SEBI, Stock Exchanges and other Central & State Government authorities and agencies, Auditors, Registrars, Legal Advisors and other consultants. We look forward to continued support of all them in future as well.

Registered office:

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

Date: September 06, 2023
Place: Ahmedabad

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

Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646

Kushal Nitinbhai Patel
Additional Director
DIN: 06626639

ANNEXURE - A DIRECTORS' REPORT:

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:
- b) Company is well supported by the knowledge and experience of its Directors and Executives.

Sr. No.	Name	Designation	Nature of payment	Ratio against median employee's remuneration	Percentage Increase /Decrease
1.	Pankhil Dineshbhai Desai ¹	Executive Director	Remuneration	-	NIL
2.	Mohit Dinesh Desai ¹	Managing Director	Remuneration	-	NIL
3.	Nisha Mohit Desai ¹	Executive Director	Remuneration	-	NIL
4.	Rajendrakumar Shantilal Gandhi ¹	Independent Director	Sitting Fees	-	Not Applicable
5.	Atul Jayantilal Shah ¹	Independent Director	Sitting Fees	-	Not Applicable
6.	Maulik Arunbhai Shah	CFO(KMP)	Salary	0.70 : 1.00	-46.67
7.	Riddhi Nareshkumar Shah	Company Secretary	Salary	1.30 : 1.00	NIL

¹ Mr. Pankhil Dineshbhai Desai, Mr. Mohit Dinesh Desai, Mrs. Nisha Mohit Desai, Mr. Rajendrakumar Shantilal Gandhi and Mr. Atul Jayantilal Shah were resigned from the post of Directorship w.e.f. May 11, 2023.

Note: We have considered only permanent employees of the Company.

- c) **The percentage increase in the median remuneration of employees in the financial year:**
The median remuneration of the employees in current financial year was decreased by (23.33) % over the previous financial year.
1. **The number of permanent employees on the rolls of the Company:** 3 permanent Employees as on March 31, 2023.
- d) **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The Average (12.20) % decrease was made in salary of employees. The average remuneration decreased due to decrease in number of employee of the Company and qualitative pay-out to the CFO of the Company. Whereas remuneration of the executive directors have not been paid.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company is as per the Remuneration Policy of the Company.

Registered office:

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

Date: September 06, 2023
Place: Ahmedabad

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

Nitinbhai Govindbhai Patel
Additional Director
DIN: 06626646

Kushal Nitinbhai Patel
Additional Director
DIN: 06626639

ANNEXURE - A DIRECTORS' REPORT:

Form No. MR-3

For the financial year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
YURANUS INFRASTRUCTURE LIMITED
8th Floor, Office No. 810, One World West Near Bopal Approach,
SP Ring Road, Iscon -Ambali Road, Bopal,
Bopal ,Daskroi Ahmedabad -380058

I 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: Further, I have not been provided with the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. Circulars/ guidelines/Amendments issued there under Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the year under the report, the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with circulars, notifications and amended rules, regulations, standards etc. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such regulatory authorities for such acts, rules, regulations, standards etc. as may be applicable, from time to time issued for compliances under the pandemic situation, have been complied with by the Company except to the following observations:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary						
8	Reg 3(5) of SEBI (PIT) Regulations, 2015	Delay by Company in filing SDD Compliance Certificate with respect to handling of unpublished price sensitive information (UPSI).	<p>The certificate with respect to compliance of Structured Digital Database (SDD) regarding handling of UPSI on quarterly basis was filed delayed by the company.</p> <p>Details of filing the same are :</p> <table border="1"><thead><tr><th>Quarter Ending</th><th>Due date</th><th>Filing date</th></tr></thead><tbody><tr><td>June 2022</td><td>August 09, 2022</td><td>July 21, 2023</td></tr></tbody></table>	Quarter Ending	Due date	Filing date	June 2022	August 09, 2022	July 21, 2023
Quarter Ending	Due date	Filing date							
June 2022	August 09, 2022	July 21, 2023							

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary		
			September 2022	November 18,2022	July 21,2023
			December 2022	January 21,2023	July 21,2023
			March 2023	April 21,2023	July 21,2023
9	Regulation 30 read with Schedule III Part A of SEBI(LODR) Regulations, 2015	Dealy in filing of outcome of Board meeting for consideration held of Quarterly results within 30 minutes from conclusion of the Board Meeting.	The company had delayed by few minutes in filing of the :		
			Quarter	Due date/Time	Filing date/Time
			June, 2022	August 13, 2022, 5:00 P.M	August 13,2022,05:19 P.M.
			March 2023	May 05,2023, 1:15 P.M.	May 5, 2023, 1:24 P.M.
1	BSE circular LIST/COMP/40/2018-19 dated February 18, 2019	Delay in filing of Annual Report in XBRL mode.	The company was required to upload the Annual Report in XBRL simultaneously along with filing of E-form AOC-4 but the same got delayed i.e. was required to be uploaded on October 22, 2022 and was uploaded on November 11,2022		
1	BSE Circular DCS/COMP/28/2016-17 dated March 30, 2017	Filing of Financial results in XBRL Mode beyond 24 hours from conclusion of Board meeting where such financial Results were considered.	The listed company has delayed in filing of Financial results in XBRL mode within 24 hours from the conclusion of Board Meeting held on November 12, 2022 for the consideration of Financial results for the quarter ended September 30, 2022. The same was filed on November 15, 2022		
1	SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018	Non submission of disclosure of large Corporate	The company was required to upload non-applicability of Initial Disclosure of Large Corporate entity within 30 days from the end of the financial year which was not filed by the company for the Financial year 2022-23		
1	Section -178 of Companies Act,2013	Improper constitution of Nomination & remuneration Committee	The Nomination and remuneration consists only two Directors instead of minimum three Directors as per the provisions of section 178 of the Companies act, 2013		
1	BSE Circular Ref No: 20230127-37 dated January 27, 2023	Non submission on Intimation of Board meeting in XBRL Mode	Prior intimation of Board meeting held on February 06, 2023 in XBRL was not made by the company.		

I further report that, company being engaged in the business of developing and trading of land, estate property, co-operative housing societies, association, housing schemes etc., there are few specific applicable acts to the Company, We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the following law specifically applicable to company:-

1. The Transfer of Property Act,1882
2. The Gujarat Stamp Act, 1958 9.
3. The Gujarat Ownership Flats Act, 1973
4. The Building and other construction worker (Regulation of Employment and Conditions of Services) Act, 1996
5. The Real Estate (Regulation and Development) Act, 2016

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. 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; - the Company is not registered as Registrar to an Issue &

- Share Transfer Agent. However, the Company has appointed Link Intime India Private Limited as Registrar & Share Transfer Agent as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - iii. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/ guidelines/Amendments issued there under;
 - iv. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - vi. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;

I FURTHER REPORT THAT -

The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Director, Independent Directors and Woman Director in accordance with the act. No changes took place in the composition during the period under review.

Since I was not provided with statutory records for verification such as Statutory Registers, Minutes Book, Agenda Papers etc therefore I cannot comment whether any of the members have communicated dissenting views in the matters / agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under review.

I FURTHER REPORT THAT DURING THE AUDIT PERIOD:-

1. Beeline Capital Advisors Private Limited ("Manager to the Offer") gave Public Announcement on February 24, 2023 for open offer for acquisition of up to 9,10,000 (nine lakh ten thousand) fully paid-up equity shares having face value of rs. 10/- each, representing 26.00% of the total paid-up / voting share capital of Yuranus Infrastructure Limited ("YIL" or the "Target Company" or "TC") by Mr. Nitinbhai Govindbhai Patel (Acquirer no. 1), Mrs. Gitaben Nitinbhai Patel (Acquirer No. 2), Mr. Kushal Nitinbhai Patel (Acquirer No. 3) And Mrs. Pooja Kushal Patel (Acquirer No. 4) (hereinafter collectively refer to as "acquirers") pursuant to and in compliance with Regulation 3 and 4 read with regulations 13(1) and 15(1) of the Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Sebi (SAST) regulations") no person is acting in concert with the acquirer for the purpose of this Open Offer.
2. On Friday, February 24, 2023, the Acquirers have entered into and executed a Share Purchase Agreement with the Sellers of the Target Company to acquire 16,01,100 (Sixteen Lakhs One Thousand One Hundred) Equity Shares constituting 45.75% of Equity and Voting Share Capital of the Target Company at a price of Rs. 8.00/- (Rupees Eight Only).
3. Draft Letter of Offer dated February 28, 2023 in terms of SEBI SAST Regulations 2011 was submitted to SEBI and Stock Exchange.

For, Payal Dhamecha & Associates
Practicing Company Secretary
Firm Registration Number: S2020GJ735800
Peer Review Number: 2115/2022

Payal Dhamecha
Proprietor
M. No.: 47303, COP: 20411
UDIN: - A047303E000959775

Date: - September 06, 2023
Place: - Ahmedabad

*Note: This Report is to be read with my letter of above date which is annexed as **Annexure I** and forms an integral part of this report.*

To,
The Members,

YURANUS INFRASTRUCTURE LIMITED

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

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided to me, on test basis, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Payal Dhamecha & Associates
Practicing Company Secretary
Firm Registration Number: S2020GJ735800
Peer Review Number: 2115/2022

Payal Dhamecha
Proprietor
M. No.: 47303, COP: 20411
UDIN: - A047303E000959775

Date: - September 06, 2023
Place: - Ahmedabad

**ANNEXURE - C TO DIRECTORS' REPORT:
MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This report covers the operations and financial performance of the Company for the year ended March 31, 2023 and forms part of the Annual Report.

BUSINESS SCENARIO:

India is a fast growing major economy. The Government has taken significant initiatives to strengthen the economic credentials of the country. Various measures have been announced by Government providing economic relief, strengthening the health system and providing impetus to growth and employment. With the vaccination-programmes having covered the bulk of the population, economic momentum building back and the likely long-term benefits of supply-side reforms in the pipeline, the Indian economy is expected to gain momentum. The various initiatives of Central Bank have infused liquidity into the banking system to nurture nascent growth impulses and support a durable recovery.

The increase in global demand as the world economy recovers from pandemic and Russian -Ukraine war led to increase in crude prices, which also impacted the domestic economy. The government through various initiatives/reforms, inter-alia, deregulation of numerous sectors, simplification of process and privatization has helped in reducing the imbalance of demand and supply in the overall economy. A rise in domestic investments has been one of the most significant contributions to the Indian growth story and the public and private sectors have enabled and sustained these investments.

Apart from being a critical driver of economic growth, Foreign Direct Investment (FDI) has been a major non-debt financial resource for the economic development of India. The Government's favourable policy regime and robust business environment has ensured inflow of the foreign capital. Inflation is expected to remain elevated due to volatile commodity and crude prices on the back of geopolitical tensions due to the Russia-Ukraine conflict.

India has undertaken a number of reforms, such as formalization of its economy, incentivizing domestic manufacturing, digitalization, import substitution, increasing exports which has helped in providing flexibility to the government in terms of monetary policy. With an improvement in the economic scenario, there have been investments across various sectors of the economy. The Indian economy is poised to grow at a quick pace backed by various initiatives taken by the government. Initiatives under Atma Nirbhar Bharat including introduction of structural and procedural reforms, record vaccinations, various PLI schemes designed to attract investments, Make-in- India programme to boost domestic manufacturing capacity, reduction of corporate tax rate, etc and steps to improve operational efficiency have helped the economy to grow.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian textile industry has a significant presence in the economy as well as in the international textile economy. Its contribution to the Indian economy is manifested in terms of its contribution to the industrial production, employment generation and foreign exchange earnings. It contributes 20 percent of industrial production, 9 percent of excise collections, 18 percent of employment in the industrial sector, nearly 20 percent to the countrys total export earning and 4 percent to the Gross Domestic Product.

The textile industry continues to be the second-largest employment generating sector in India. It offers direct employment to over 35 million people in the country.^[1] India is the world's second largest exporter of textiles and clothing, and in the fiscal year 2022, the exports stood at US\$ 44.4 billion.^[2] According to the Ministry of Textiles, the share of textiles in total exports during April–July 2010 was 11.04%. During 2009–2010, the Indian textile industry was pegged at US\$55 billion, 64% of which services domestic demand.^[1] In 2010, there were 2,500 textile weaving factories and 4,135 textile finishing factories in all of India.

The textiles and apparel industry in India has strengths across the entire value chain from fibre, yarn, and fabric to apparel. It is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India. The organized textile industry in India is characterized by the use of capital-intensive technology for the mass production of textile products and includes spinning, weaving, processing, and apparel manufacturing.

The Indian textile industry is aiming to export products worth \$40 to \$100 billion within 2027. The promotion of this industry through several government schemes has been the greatest in the last three decades. The apparel industry is progressing fast with the manufacturing of more varieties of products. This textile business is also spreading in more countries across the world, leading to more earning of foreign money.

COMPANY OVERVIEW:

Yuranus Infrastructure Limited, formerly known as Pankhil Finlease Limited was incorporated on 22nd February 1994 as a Non Banking Financial Company (NBFC) with the object of carrying the business of Leasing, Hire Purchase, Financing, Trading, Merchant banking and Advisors to the Public Issue. The company's business activities included financing the business via Joint Venture, partnerships, mutual agreement and carry on the business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the company. The company deals with financing of all kind of immovable and movable property including lands and buildings, plants and machinery, equipments, automobiles, computers and all consumers commercial and industrial items.

With the growth in the infrastructure, real estate field and textile sector, the Company wanted to increase its portfolio of activities in the same sector and wanted to focus on the infrastructure, real estate and textile sector as the main business activity. The Company wanted to act as promoters, organizers, developers and traders of land, estate, property, co-operative housing societies, association, housing schemes, shopping-office complexes, townships, farms, farm houses, holiday resorts, hotels, motels and to finance with or without security for the same and to deal with and improve such properties either as owners or as agents. And so the Company surrendered its NBFC license and changed the name to Yuranus Infrastructure Limited on dated 17 April 2012 to carry out the new business purpose. The same has been informed to the respective regional stock exchange where the company is listed and the respective Registrar of Companies.

OPPORTUNITIES:

The Indian textile industry is one of the largest in the world, with a massive raw material and textile manufacturing base. The industry is divided into two major categories, the organised sector and the unorganised sector. The organised sector includes large-scale textile mills and garment manufacturers, while the unorganised sector includes small-scale cottage industries, khadi and village industries, power looms, handlooms, and hand-knitting. The sector manufactures a wide range of products, including cotton, polyester, and synthetic fabrics, yarns, threads, and garments.

India is a global powerhouse in the textile industry, being the world's largest cotton and jute producer. Cotton is the main raw material used in the production of textiles. Nearly 70% of global jute production originates from India. The sector is also the second-largest production base of silk and fibre. Other fibres produced in India include wool and man-made fibres. Cotton cultivation in India is mostly carried out in the states of Gujarat, Maharashtra, Punjab, Uttar Pradesh, and Madhya Pradesh.

India is well-positioned to maintain its leadership in the textile industry with a robust industrial base that consists of a resilient supply chain extending from weaving to garment and processing and a wealth of raw materials. To realise the true potential of the industry and create more employment opportunities for the Indian workforce, it is essential to tap into the elements and forces that have been fuelling its tremendous expansion

The Union Budget announced by the Textile Ministry and Finance Minister has provided a major boost to the industry. The Government's plans to set up seven mega textile parks across India is a move that will not only create more employment opportunities but also strengthen the MSME sector. These parks are equipped with advanced infrastructure and provide tax and other benefits to textile companies. An even bigger proposal that was announced is the Production-Linked Incentives (PLI) worth \$1.4bn, which will help the textile and apparel manufacturing units realise their capacity potential. These initiatives by the Government are positive steps in facilitating the growth of the industry.

THREATS, RISKS AND CONCERNS:

Although cotton textile is one of the most important industries of India, it suffers from many problems. Some of the burning problems are briefly described as under:

1. Scarcity of Raw Cotton:

Indian cotton textile industry suffered a lot as a result of partition because most of the long staple cotton growing areas went to Pakistan. Although much headway has been made to improve the production of raw cotton, its supply has always fallen short of the demand. Consequently, much of the long staple cotton requirements are met by resorting to imports.

2. Obsolete Machinery:

Most of the textile mills are old with obsolete machinery. This results in low productivity and inferior quality. In the developed countries, the textile machinery installed even 10-15 years ago has become outdated and obsolete, whereas in India about 60-75 per cent machinery is 25-30 years old.

Only 18-20 per cent of the looms in India are automatic whereas percentage of such looms ranges from cent per cent in Hong Kong and the USA., 99 per cent in Canada, 92 per cent in Sweden, 83 per cent in Norway, 76 per cent in Denmark, 70 per cent in Australia, 60 per cent in Pakistan and 45 per cent in China.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The total income of the Company during the financial year 2022-2023 was Rs. 59.04 Lakhs as against Rs. 51.78 lakhs during FY 2021-2022. The Company had profit after tax of Rs.3.77 Lakhs during FY 2022-2023 as against profit of Rs. 3.89 Lakhs during FY 2021-2022.

The earnings for company in the textile industry have grown per year, this means that more sales are being generated overall, and subsequently their profits are increasing too.

OUTLOOK:

Yuranus Infrastructure Limited is a reputed company that is committed to providing high-quality services to its customers. As with any organization, there may be instances where customers or stakeholders may have grievances or complaints. In order to address these issues in a timely and effective manner, Yuranus Infrastructure Limited has established an email address for grievance Redressal.

Apart from the email address for grievance Redressal, Yuranus Infrastructure Limited also has several other communication channels that customers and stakeholders can use to get in touch with the company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

We have an adequate system of internal control to ensure that transactions are properly authorized, recorded and reported apart from safeguarding our assets. The internal control system is supplemented by well-documented policies, guidelines and procedures. All these measures are continuously reviewed and necessary improvements are implemented

The Company maintains an adequate system of Internal Controls including suitable monitoring procedures to ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. Suitable delegation of powers and guidelines for accounting has been issued for uniform compliance. In order to ensure that adequate checks and balances are in place and internal control systems are in order, regular and exhaustive Internal Audit of Office/plant are conducted by the in-house Internal Audit Division and external professional audit firm. The Internal Audit covers all major areas of operations, including identified critical/risk areas, as per the Annual Internal Audit Programme.

The Audit Committee of Directors periodically reviews the significant findings of different Audits, as prescribed in the Companies Act, 2013 and in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company's relations with the employees continued to be cordial and harmonious with its employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company. The Company acknowledge that its principal assets is it employees. The Company has continued its efforts in building a diverse and inclusive workforce.

The total number of Permanent employees on roll in the Company as on 31st March, 2022 was 24 . The Company will continue to create opportunity and ensure recruitment of diverse candidates without compromising on meritocracy.

FINANCIAL RESULTS:

The Company's financial performance for the year ended on March 31, 2023 is summarized below:

(Rs. in Lakh except EPS)

PARTICULARS	F.Y. 2022-2023	F.Y. 2021-2022
Revenue form Operation	40.28	35.55
Other Income	18.76	16.22
Total Income (Total Revenue)	59.04	51.78
Total Expenditure (Excluding Depreciation)	53.41	46.31
Profit before Financial costs, Depreciation and amortization expenses and Taxation	5.63	5.47
Less: Finance Costs	0.12	0.08
Operating profit before Depreciation and amortization expenses and Taxation	5.51	5.40
Less: Depreciation and amortisation	-	0.03
Profit before Tax	5.51	5.37
Less: (1) Current Income Tax	1.74	1.55
Less: (2) Income Tax (Prior Period)	-	-
Less: (3) Deferred Tax	-	(0.08)
Profit after tax	3.77	3.89
EPS (Basic)	0.11	0.11
EPS (Diluted)	0.11	0.11

Note: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure and may not be comparable with the figures reported earlier.

KEY FINANCIAL RATIOS:

The key Financial Ratios during Financial Year 2022-2023 vis-à-vis Financial Year 2021-2022 are as below:

Particulars	Numerator	Denominator	2022-2023	2021-2022	% of variance	Explanation for change in the ratio by more than 25%
Liquidity Ratio						
Current Ratio (times)	Current Assets	Current Liabilities	6.46	10.63	39.18%	During the current year, the Company has paid off majority of its outstanding vendors as on 31 March 2023. This led to substantial decrease in current liabilities with consequential improvement in current ratio.
Profitability ratio						
Net Profit Ratio (%)	Net Profit	Total Turnover	9.36%	10.95 %	-14.52%	The Company has shifted its focus towards higher-margin products (Organic Cotton) and the Company has implemented cost-saving measures to reduce its expenses. This is as a result of improved efficiencies, renegotiated supplier contracts, or a restructuring program.
Return on Equity Ratio (%)	Profit After Tax - preference dividend (if any)	Average Shareholder's Equity	1.73%	1.82%	-4.87%	The Company evidenced good amount of growth over past years. Because of which substantial increase in equity resulted in lower ROE for current year as compared to previous year.

Particulars	Numerator	Denominator	2022-2023	2021-2022	% of variance	Explanation for change in the ratio by more than 25%
Return on Capital employed (%)	Earnings before interest and taxes	Net Worth + Total Debt + Deferred Tax Liability - Deferred Tax Assets	1.72%	1.80%	-4.83%	During the current year, the Company has taken real estate properties on lease pursuant to which the lease liabilities has been recognised as on reporting date. This led to increase in denominator of current year ratio.
Return on Investment (%)	Income generated from investments	Weighted average invested funds	NOT APPLICABLE			
Utilization Ratio						
Trade Receivables turnover ratio (times)	Revenue from operations	Average Trade Receivables	1.60	1.44	11.14%	Not Applicable
Trade payables turnover ratio (times)	Cost of Material Consumed + Changes in Inventories	Average Trade Payables	1.28	2.62	51.07%	The Company has improved its cash management practices, it lead to a decrease in trade receivables and trade payable ratios. This are due to factors such as better invoicing and collection processes, improved credit policies, or more efficient supply chain management.
Net capital turnover ratio (times)	Revenue from Operations	Working Capital	0.18	0.17	10.80%	In FY 2022-23 International Cotton Industry is experiencing a downturn, it led to reduced demand for goods, which in turn led to lower sales.

Note: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure and may not be comparable with the figures reported earlier.

Note: Reason for Variance are provided in case of changes of 25% or more as compared to Financial Year 2021-2022

HEALTH, SAFETY AND ENVIRONMENT

The safety and health of employees, partners, service providers and the public are a priority at Yuranus. The wellbeing of stakeholders and the minimization of impact on the natural environment are extremely important to us.

Continuous efforts to achieve safety awareness and eliminate unsafe practices are made through employee engagement.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with Accounting Standard ("AS") notified under the Companies (Accounting Standards) Rules, 2011 read with section 133 of the Companies Act, 2013.

CAUTIONARY STATEMENT

The statements in the Management Discussion and Analysis Report' with regard to projections, estimates and expectations have been made in good faith. The achievement of results is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports. Their accuracy, reliability and completeness cannot be assured.

Registered office:

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

Date: September 06, 2023
Place: Ahmedabad

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

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

**Kushal Nitinbhai Patel
Additional Director
DIN: 06626639**

INDEPENDENT AUDITOR'S REPORT

To The Members of Yuranus Infrastructure Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Yuranus Infrastructure Limited (the 'Company'), which comprise the Balance Sheet as at 31st March 2023, 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.

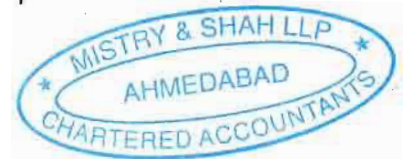
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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.



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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 Management Discussion and Analysis, Board's Report, and Annual Report, but does not include the financial statements and our auditor's report thereon. 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 Board of Directors 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.

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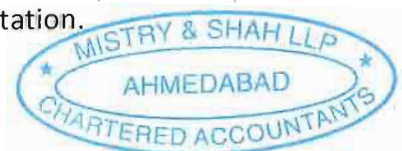
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Auditor's Responsibilities for the Audit of Financial Statements

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 scepticism 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.



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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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2020 ("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 extent applicable.
2. 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;

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- 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, 2023 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) There were no non-compliances in the company during the period under review which may adversely impact the functioning of company.
- 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:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - The Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Mistry & Shah LLP
Chartered Accountants
F.R.N: - 122702W/W100683



Mh Shah

Malav Shah
Partner
M.NO. 117101

Date: 05/05/2023
Place: Ahmedabad
UDIN: 23117101BGVUCJ6929

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“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:

- (i). (a) (A). The Company has not maintained any proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work in progress and relevant details of right of use Assets as the company does not have any item of Property, Plant and Equipment or any right of use asset or any such assets that reflects in Balance Sheet.
- (B). The Company has not maintained proper records showing full particulars of Intangible Assets as there are no Intangible Asset.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any program of verification of fixed assets in a phased manner as the Company does not have any fixed assets and hence the reporting requirement under clause 3(i)(b) of the Order is not applicable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, Company is not having any fixed assets in balance sheet and therefore, the reporting requirement under clause 3(i)(c) of the Order is not applicable.
- (d) The Company is not having any property, plant and equipment (including Right of Use assets) and intangible assets in their balance sheet, therefore the reporting requirement under clause 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.



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(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) The Company has not taken any loan or credit facility from bank during the year hence reporting requirement under this clause is not applicable.

(iii). During the year, the Company has not made any investment in, provided any guarantee or provided security to companies, firms, limited liability partnerships or any other parties. However, the company has granted loans and advances to companies and firms during the year.

(a) The company has provided loans of Rs.22,00,000/- to parties other than subsidiary, associate and joint venture, and the balance outstanding at the balance sheet date of such loans is Rs.2,19,18,827/-.

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments or receipts are irregular.

(d) The amount granted as loans and advances are not overdue.

(e) The loan or advance in the nature of loan granted which has fallen due during the year, has not been renewed or extended or no fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The company has granted loans and advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

Aggregate amount of Loans, Investments, Advances or Guarantees	Percentage (%) to Total Loans	Aggregate amount of Loans, Investments, Advances or Guarantees to Promoters or Related Parties
22,00,000	100	-



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(iv). In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act, with respect to the loans and investments made. The company has not given any guarantee or provided any security in connection with the loan to any person or other body corporate, however the company has granted loans to companies and firms in excess of limits specified in Sec.186 and accordingly, the company has passed special resolution in general meeting before entering such transactions.

(v). The Company has not accepted deposits or amounts which are deemed to be deposits from the public during the year and does not have any unclaimed deposits as at March 31, 2023. Therefore, the reporting requirement under clause 3(v) of the Order is not applicable.

(vi). As the company is not engaged in manufacturing of any product or article hence reporting requirement under clause 3(vi) of the Order is not applicable.

(vii).(a) According to the information and explanations given to us and based on records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, however the company has been irregular in depositing tax deducted at source to the credit of government within statutory time limit.

(b) There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues as at March 31, 2023 for a period of more than six months from the date they became payable.

(viii). According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.

(ix).(a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

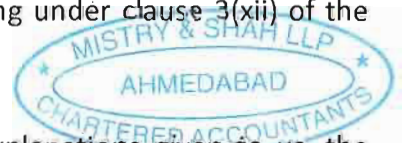
(c) To the best of our knowledge and belief, in our opinion, no term loans were availed by the Company during the year.

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- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.
- (x). (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi). (a) To the best of our knowledge no fraud by the Company or on the Company, is noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii). The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii). In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.



(xiv).(a) In our opinion the Company has an internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports issued to the Company during the year and covering the period up to month of March 2023.

(xv). According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected to directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi).(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(b) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii). The Company has not incurred any cash losses during the current financial year and immediately preceding financial year.

(xviii). There has been no resignation of the statutory auditors of the Company during the year.

(xix). On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx). As per Section 135 of the Act, company is not liable for Corporate Social Responsibility (CSR). Accordingly, reporting under clause (xx) of the Order is not applicable for the year.



(xxi). Consolidated Financial Statements are not applicable to the company and hence reporting under clause (xxi) of the Order is not applicable for the year.

For Mistry & Shah LLP
Chartered Accountants
F.R.N: - 122702W/W100683



Date: 05/05/2023
Place: Ahmedabad
UDIN: 23117101BGVUCJ6929

Mh Shah

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, 2023 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 with reference to standalone financial statements 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 (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

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effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

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.

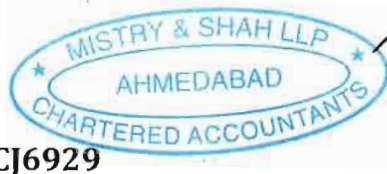


Opinion

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, 2023, 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 LLP
Chartered Accountants
F.R.N: - 122702W/W100683

Date: 05/05/2023
Place: Ahmedabad
UDIN: 23117101BGVUCJ6929



MhShah
Malav Shah
Partner
M.NO. 117101

YURANUS INFRASTRUCTURE LIMITED

CIN: L74110GJ1994PLC021352

Balance Sheet as at March 31, 2023

Rs. in lakhs

Particulars	Note No.	As at March 31,2023	As at March 31,2022
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Financial Assets		-	-
(f) Deferred Tax Assets (Net)		-	-
(g) Other Non-Current Assets	3.1	-	1.30
		-	1.30
Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade receivables	3.2	31.92	18.52
(ii) Cash and Cash Equivalents	3.3	5.22	6.54
(iii) Loans	3.4	219.19	210.00
(c) Current Tax Assets (Net)	3.5	-	0.08
(c) Other current Assets	3.6	3.64	2.09
		259.96	237.24
Total		259.96	238.54
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	3.7	350.00	350.00
(b) Other Equity	3.8	(130.26)	(134.03)
		219.74	215.97
Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	3.9	-	0.24
(ii) Trade payables		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non Current Liabilities		-	-
		-	0.24
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ii) Trade payables:-	3.10	38.05	20.51
A. Total outstanding dues to MSME		0.16	1.32
B. Total outstanding dues to creditors other than MSME		37.88	19.18
(iii) Other Financial Liabilities	3.11	0.54	0.56
(b) Other Current Liabilities	3.12	0.81	0.34
(c) Provisions	3.13	0.81	0.92
(d) Current Tax Liabilities (Net)	3.14	0.01	-
		40.22	22.32
Total		259.96	238.54

Corporate Information	1
Significant Accounting Policies	2
Notes on Financial Statements	3

As per our report of even date

For Mistry & Shah LLP
Chartered Accountants
FRN: W100683/122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

Mohit Desai
Mohit Desai
Managing Director
DIN: 03089420

N.M. Desai
Nisha Desai
Director
DIN: 06593368

M K S K G L

Malav Shah
Partner
M. No. 117101
UDIN: 23117101BGVUCJ6929

Maulik Shah
Maulik Shah
CFO

R.N. Shah
Riddhi Shah
Company Secretary
M. No. A37097

Place: Ahmedabad
Date: 05/05/2023

Place: Ahmedabad
Date: 05/05/2023



YURANUS INFRASTRUCTURE LIMITED

CIN: L74110GJ1994PLC021352

STATEMENT OF PROFIT & LOSS FOR YEAR ENDING ON MARCH 31, 2023

Rs. in lakhs

Particulars	Note No.	Current Year	Previous Year
INCOME :			
Revenue from Operations	3.15	40.28	35.55
Other Income	3.16	18.76	16.22
TOTAL REVENUE		59.04	51.78
EXPENDITURE:			
Cost of Materials Consumed		-	-
Purchase of stock-in-trade	3.17	37.57	33.55
Changes in Inventories		-	-
Employee Benefit Expenses	3.18	4.82	5.49
Finance Costs	3.19	0.12	0.08
Depreciation Expenses		-	0.03
Other Expenses	3.20	11.02	7.27
		53.53	46.41
Profit before Exceptional and Extraordinary Items and Tax		5.51	5.37
Exceptional Items		-	-
Profit before Extraordinary Items and Tax		5.51	5.37
Extraordinary Items		-	-
Profit Before Tax		5.51	5.37
Less: Tax Expenses			
Current Tax		1.74	1.55
Deferred Tax		-	(0.08)
Profit after Tax for the year		3.77	3.89
Earnings per Equity Share			
-Basic		0.11	0.11
-Diluted		0.11	0.11

Corporate Information	1
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As per our report of even date

For Mistry & Shah LLP
Chartered Accountants
FRN: W100683/122702W

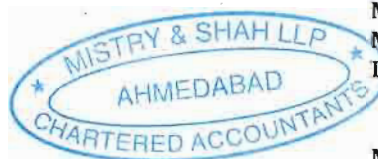
For and on Behalf of the Board
Yuranus Infrastructure Limited

Mohit D
Mohit Desai
Managing Director
DIN: 03089420

M. R. Shah
Maulik Shah
CFO

N. H. Desai
Nisha Desai
Director
DIN: 06593368

R. N. Shah
Riddhi Shah
Company Secretary
M. No. A37097



M. L. Shah

Malav Shah
Partner
M. No. 117101
UDIN: 23117101BGVUCJ6929

Place: Ahmedabad
Date: 05/05/2023

Place: Ahmedabad
Date: 05/05/2023

YURANUS INFRASTRUCTURE LIMITED
CIN: L74110GJ1994PLC021352
STATEMENT FOR CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2023

A. Equity Share Capital

(1) For the year ended March, 2022 Rs. in lakhs

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
350.00	-	350.00	-	350.00

(2) For the year ended March, 2023

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
350.00	-	350.00	-	350.00

B. Other equity

Rs. in lakhs

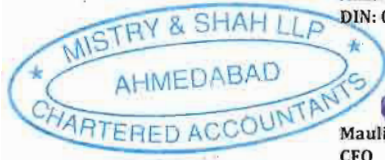
For the year ended March, 2022		
Particulars	Retained earning	Total equity
Balance at April 2021	(137.92)	(137.92)
Profit for the year	3.89	3.89
Balance at March 2022	(134.03)	(134.03)

For the year ended March, 2023		
Particulars	Retained earnings	Total Equity
Balance at April 2022	(134.03)	(134.03)
Profit for the year	3.77	3.77
Balance at March 2023	(130.26)	(130.26)

For Mistry & Shah LLP
Chartered Accountants
FRN: W100683/122702W

For and on Behalf of the Board
Yuranus Infrastructure Limited

MhShah
Malav Shah
Partner
M. No. 117101
UDIN: 23117101BGVUCJ6929



Mohit.D
Mohit Desai
Managing Director
DIN: 03089420
m.u.shah
Maulik Shah
CFO

N.M.Desai
Nisha Desai
Director
DIN: 06593368

R.N.Shah
Riddhi Shah
Company Secretary
M. No. A37097

Place: Ahmedabad
Date: 05/05/2023

Place: Ahmedabad
Date: 05/05/2023



YURANUS INFRASTRUCTURE LIMITED

CIN: L74110GJ1994PLC021352

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

Rs. in lakhs

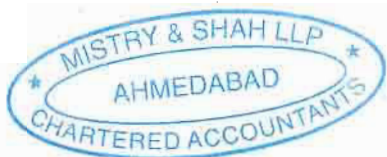
Sr. No	PARTICULARS	As at March 31, 2023	As at March 31, 2022
1	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
A	Net Profit (Loss)	3.77	3.89
B	Adjustments:-		
	Income Tax Provision	1.74	1.55
	Deffered Tax Expense	-	(0.08)
	Depreciation	-	0.03
	Interest Expense	0.12	0.08
	Sundry Assets written off	-	0.76
	Int income classified as investing cash flows	(18.76)	(16.22)
	Operating profit(loss) before working capital changes	(13.13)	(9.99)
C	Adjustments:-		
	Decrease/(Increase) in Inventory	-	-
	Decrease/(Increase) in Trade Receivables	(13.40)	12.44
	Decrease/(Increase) in Other Current Assets	(1.54)	(0.78)
	Decrease/(Increase) in Short term loan and advances	(9.19)	(210.00)
	Decrease/(Increase) in Current Tax Assets	0.08	-
	(Decrease)/Increase in Short term Provisions	(0.11)	(1.21)
	(Decrease)/Increase in Trade Payables	17.54	15.43
	(Decrease)/Increase in Other Current Liabilities	0.47	0.53
	(Decrease)/Increase in Other Financial Liabilities	(0.03)	-
	(Decrease)/Increase in Current Tax Liabilities	0.01	-
D	Net Cash Flow before tax and extra ordinary item	(19.27)	(193.58)
	Less: Direct Taxes Paid	(1.74)	(1.55)
	Less: Extraordinary Items		
	Net Cash Flow from Operating Activities	(21.01)	(195.14)
2	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
A	Acquisition of Fixed Assets	-	-
B	Decrease/(Increase) in Non-Current Financial Assets	-	190.08
C	Decrease/(Increase) in Other Non-Current Assets	1.30	-
D	Interest Income	18.76	16.22
	Net Cash Flow from Investing Activities	20.06	206.30
3	<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
A	Long Term Borrowing Repaid	(0.24)	(6.18)
B	Non current trade payable	-	-
C	Interest and finance cost	(0.12)	(0.08)
	Net Cash Flow from Financing Activities	(0.36)	(6.26)
	Net Increase in Cash and Equivalent.	(1.31)	4.91
	Cash And Cash Equivalents as at the Beginning of the year	6.54	1.63
	Cash And Cash Equivalents as at the Closing of the year	5.22	6.54

As per our report of even date

For Mistry & Shah LLP
Chartered Accountants
FRN: W100683/122702W

MhShah

Malav Shah
Partner
M. No. 117101
UDIN: 23117101BGVUCJ6929



Place: Ahmedabad
Date: 05/05/2023

For and on Behalf of the Board
Yuranus Infrastructure Limited

Mohit D
Mohit Desai
Managing Director
DIN: 03089420

M. A. Shah
Mahlik Shah
CFO

Place: Ahmedabad
Date: 05/05/2023

N. H. Desai
Nisha Desai
Director
DIN: 06593368

R. N. Shah
Riddhi Shah
Company Secretary
M. No. A37097



Notes on Financial Statements for the period from 1st April, 2022 to 31st March, 2023

Note No-3.7.1 Share Capital

Particulars	As at March 31,2023		As at March 31,2022	
	Number	Amt. in	Number	Amt. in
Equity Share Capital of ` 10/- each				
Authorized Share Capital	40,00,000	400.00	40,00,000	400.00
Issued Share Capital	35,00,000	350.00	35,00,000	350.00
Subscribed and Fully Paid Up	35,00,000	350.00	35,00,000	350.00
	35,00,000	350.00	35,00,000	350.00

Notes

1. 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.
2. 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.
3. 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.
4. 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 31,2023		As at March 31,2022	
	Number	Amt. in	Number	Amt. in
Equity Shares (Face Value ` 10.00)				
Shares outstanding at the beginning of the year	35,00,000	350.00	35,00,000	350.00
Conversion of 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	35,00,000	350.00	35,00,000	350.00

Notes

1. 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
2. As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial

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

Particulars	As at March 31,2023			As at March 31,2022		
	Number	% of Holding	% Change during year	Number	% of Holding	% Change during year
Dinesh Desai	8,33,800	23.82%	0.00%	8,33,800	23.82%	0.00%
Leena Desai	5,29,200	15.12%	0.00%	5,29,200	15.12%	0.00%
Aabhar Holding Pvt Ltd	2,49,400	7.13%	0.00%	2,49,400	7.13%	0.00%
Satyanaarayan Kabra	2,09,000	5.97%	-0.29%	2,09,600	5.99%	0.00%

Note No- 3.8 Other Equity

Particulars	As at March 31,2023		As at March 31,2022	
		Amt. in		Amt. in
Retained Earnings				
Opening Balance	(134.03)		(137.92)	
(+) Profit for the Current Year	3.77		3.89	
(-) Withdrawal during the year	-		-	
Closing balance		(130.26)		(134.03)
		(130.26)		(134.03)



Note No - 3.1 Other Non - Current Assets		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Income tax Refund	-	1.30	
Total	-	1.30	

Note No - 3.2 Trade receivable - Current		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Unsecured, Considered good			
Outstanding for more than 6 months	-	4.74	
Outstanding for less than 6 months	31.92	13.78	
Secured, Considered good			
Outstanding for more than 6 months	-	-	
Outstanding for less than 6 months	-	-	
Total	31.92	18.52	

Trade Receivable Aging Schedule 2022-23						Rs. in lakhs
Particulars	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i)Undisputed Trade receivables – considered good	31.92	-	-	-	-	31.92
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade Receivable Aging Schedule 2021-22						Rs. in lakhs
Particulars	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i)Undisputed Trade receivables – considered good	13.78	-	4.74	-	-	18.52
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note
Balances of trade receivables are subject to confirmation

Note No-3.3 Cash and Cash Equivalents		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Current Account			
Bank of Baroda	0.06	0.06	
Indian Overseas bank	0.05	0.05	
Other Bank Balances			
Deposits with Banks	-	-	
Cash On hand			
	5.11	6.43	
Total	5.22	6.54	

Note No-3.4 Loans - Current		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Loans and Advances to parties other than Related Parties:			
Other Loans (Unsecured and Considered good)	219.19	182.49	
Loans and Advances to Related Parties:			
Other Loans and Advances:			
Unsecured and considered good	-	-	
Advance for Land	-	2.86	
Others	-	24.65	
Total	219.19	210.00	

Note No-3.5 Current Tax Assets (Net)		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Income Tax Refund	-	0.08	
Total	-	0.08	

Note No - 3.6 Other Current Assets		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Hosting Renewal Prepaid Expense	0.01	0.02	
GST credit	3.63	2.07	
Total	3.64	2.09	

Note No - 3.9 Long term Borrowings		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Unsecured, considered good			
Loans from related party	-	0.24	
Total	-	0.24	

Note No - 3.10 Trade Payables		Rs. in lakhs	
Particulars	As at March 31, 2023	As at March 31, 2022	
Unsecured, considered good			
Micro, Small and Medium Enterprises	0.16	1.32	
Principal Amount due and remaining unpaid	-	-	
Others	37.88	19.18	
Total	38.05	20.51	



Trade Payable Aging Schedule 2022-23

Particulars					Rs. in lakhs
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i)MSME	0.16	-	-	-	0.16
(ii)Others	37.88	-	-	-	37.88
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-

Trade Payable Aging Schedule 2021-22

Particulars					Rs. in lakhs
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i)MSME	0.33	0.99	-	-	1.32
(ii)Others	17.71	1.48	-	-	19.18
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-

Note

1. Balances of trade payables are subject to confirmation

Note No - 3.11 Other Financial Liabilities - Current

Particulars	Rs. in lakhs	
	As at March 31,2023	As at March 31,2022
Salary Payable	0.34	0.34
Director's remuneration payable	0.20	0.23
Total	0.54	0.56

Note No - 3.12 Other Current Liabilities

Particulars	Rs. in lakhs	
	As at March 31,2023	As at March 31,2022
TDS Payable	0.81	0.34
Total	0.81	0.34

Note No - 3.13 Provisions - Current

Particulars	Rs. in lakhs	
	As at March 31,2023	As at March 31,2022
Provision for expenses	0.81	0.92
Total	0.81	0.92

Note No - 3.14 Current Tax Liabilities

Particulars	Rs. in lakhs	
	As at March 31,2023	As at March 31,2022
Income Tax	0.01	-
Total	0.01	-

Note No - 3.15 Revenue from Operations

Particulars	Rs. in lakhs	
	Current Year	Previous Year
Sale of Products	40.28	35.55
Total	40.28	35.55

Note No - 3.16 Other Income

Particulars	Rs. in lakhs	
	Current Year	Previous Year
Interest Income	17.27	16.17
Write off income	1.49	-
Provision reversal income	-	0.05
Total	18.76	16.22

Note No - 3.17 Purchase of Stock-in-trade

Particulars	Rs. in lakhs	
	Current Year	Previous Year
Purchase of finished goods	37.57	33.55
Total	37.57	33.55

Note No - 3.18 Employee Benefits

Particulars	Rs. in lakhs	
	Current Year	Previous Year
Salary and Wages	4.02	3.99
Directors Remuneration	0.80	1.50
Total	4.82	5.49

Note No - 3.19 Finance Costs

Particulars	Rs. in lakhs	
	Current Year	Previous Year
Interest Expense	0.12	0.08
Total	0.12	0.08



Particulars	Rs. in lakhs	
	Current Year	Previous Year
Advertisement Expense	0.32	0.31
Auditor Remuneration	0.30	0.30
Business Promotion Expense	-	0.44
Company secretarial audit works	0.88	0.46
Consultancy Expense	1.75	-
Conveyance Expense	-	0.27
Hosting Renewal	0.06	0.08
Insurance Expense	0.03	0.21
Interest on Income Tax and TDS	0.04	-
Internal Audit Fees	0.26	0.26
Legal and Professional fees	0.35	0.35
Listing fees	6.00	3.00
Brokerage expense	0.01	-
NSDL/CDSL Depository Fees	0.37	0.39
Penalty	0.19	0.06
Postage exp	0.01	0.00
Bank Charges	0.02	0.03
Refreshment Expense	-	0.15
GST Late fees	-	0.02
Stationery Expense	0.13	0.14
Telephone expense	0.04	0.03
Petrol expenses	0.26	-
Website development charges	0.02	-
Balance Written Off	-	0.76
Total	11.02	7.27



3.21 Ratio Analysis

Particulars	Numerator/Denominator	31-Mar-23	31-Mar-22	Change in %
(a) Current Ratio	Current Assets	6.46	10.63	39.18%
	Current Liabilities			
(b) Return on Equity Ratio	Profit after Tax	1.73%	1.82%	-4.87%
	Average Shareholder's Equity			
(c) Trade receivables turnover ratio	Total Turnover	1.60	1.44	11.14%
	Average Account Receivable			
(d) Trade payables turnover ratio	Total Purchases	1.28	2.62	51.07%
	Average Account Payable			
(e) Net capital turnover ratio	Total Turnover	0.18	0.17	10.80%
	Net Working Capital			
(f) Net profit ratio	Net Profit	9.36%	10.95%	-14.52%
	Total Turnover			
(g) Return on Capital employed	Net Profit	1.72%	1.80%	-4.83%
	Capital Employed			

1. There is a significant change in Current Ratio as Current assets have not increased whereas on the other hand Current liabilities have increased due to increase in trade payables. The increase in trade payable is substantiated by the fact that credit term for such payable was yet to expire as on 31/03/2023.

2. The Trade Payable turnover ratio has reduced significantly, as the credit term for such payable was yet to expire as on 31/03/2023.



Notes to the Financial Statements for the year ended 31st March, 2023

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 construction / fabric / agricultural produce and other allied products / financing activities. The Company is also engaged in financing activities.

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 (Rs.), which is also its functional currency

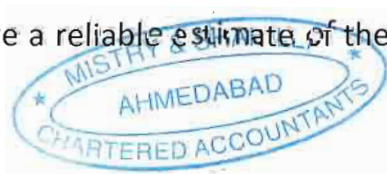
The estimates and judgments used in the preparation of the financial statements have been consistently used by the company and are under continuous review. They are based on certain assumptions and historical experiences of the company that the company believes to be reasonable in the given circumstances.

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.

terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.



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. There are no Property, Plant and Equipment remaining as on the reporting date.

(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. There are no intangible assets remaining as on the reporting date.

(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.

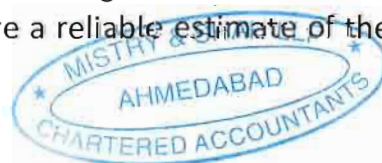
(d) Inventories

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. There are no items in inventory as on the reporting date.

(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 and when 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 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 calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes. However, there is no retirement benefit obligation reflecting in Balance Sheet.

(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. There are no timing difference remaining to be reversed as on the reporting date and hence no deferred tax asset or liability has been recorded.



(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." The company has not entered into any transaction or contract in foreign currency during the year and hence no effect has been given in Financial Statements regarding the same.

(i) Revenue Recognition

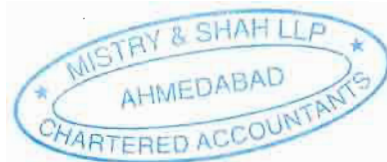
Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied. The period over which revenue is recognised is based on the entity's right to payment for performance completed. In determining whether an entity has right to payment, the entity shall 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. The investment held by company in Financial Assets is not subjected to credit risk, liquidity risk, market risk or any other similar risk that are substantial in nature and requires disclosure.

(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. No grants, of any nature, were received during the year.

(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: 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 31 st , 2023	Period ended March 31 st , 2022
Net Profit as per Profit and Loss Statement	3.77	3.89
Weighted Average Number of Equity Shares	35,00,000	35,00,000
Nominal Value Per Share	10.00	10.00
Basic EPS	0.11	0.11
Diluted EPS	0.11	0.11

- **Calculation of Weighted Average Number of Equity Shares for F.Y. 2022-23**

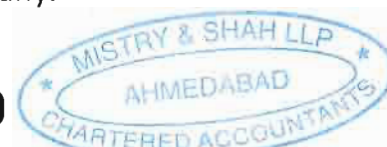
Sr. No.	Date	Particulars	No. of shares	No of days shares were outstanding	Weighted Average No of Equity Shares
1	1-Apr-2022	Opening balance of outstanding equity shares	35,00,000	365	35,00,000
2	31-Mar-2023	Closing Balance of outstanding equity shares	35,00,000	-	35,00,000

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, it has been 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. However, as the Company has not received any claims in respect of such interest, no provision has been made in the books of accounts.



The company has dispatch letter by post/email for asking MSME Registration of Vendors. The vendors that confirmed MSME Registration have been classified in the category of MSME Creditors and those who failed to confirm, or those who have confirmed their status as non-MSME organisation have been 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.

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 for Gratuity.

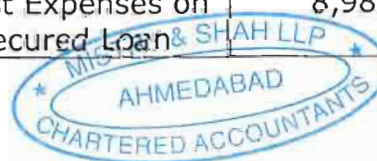
3.28 Related Party Transactions

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	80,000.00
Fiona Enterprise	Proprietorship firm of Director	Sales of Goods	42,29,208.96
Vansh Polymers	Partnership firm of Directors	Purchase of Goods	32,40,706.42
Vansh Furnishing Private Limited	Common Director	Interest Expenses on Unsecured Loan	8,985.00

3.29 Pending Litigations

There were no Pending Litigations and Criminal Proceedings against the company as on the Balance Sheet Date.



3.30 Change of Management and Control

During the year, existing promoters have agreed to sell their equity shares to new promoters and applied to SEBI for takeover of management in terms of SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Mistry & Shah LLP
Chartered Accountants
FRN: W100683

For and on Behalf of the Board
Yuranus Infrastructure Limited

Mohit D

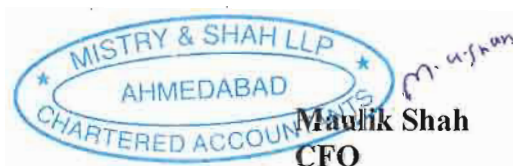
Mohit Desai
Managing Director
DIN: 03089420

N. M. Desai

Nisha Desai
Director
DIN: 06593368

M. S. Shah

Malav Shah
Partner
M. No. 117101
UDIN: 23117101BGVUCJ6929



Maulik Shah
CFO

R. N. Shah

Riddhi Shah
Company Secretary
M.No. A37097

Place: Ahmedabad
Date: 05/05/2023

Place: Ahmedabad
Date: 05/05/2023

