Yantra Natural Resources Limited

Annual Report – 2016-2017

CIN:-L14297AP1988PLC074808

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COMPANY INFORMATION

BOARD OF DIRECTORS:

Mr. Dhiresh Munver	Managing Director
Mr. Vijay Devlekar	Non-Executive Independent Director (cessation of appointment on 25/02/2017)
Mr. Rajinder Pal Singla	Executive Director
Mr. Sunil Nagpal	Non-Executive Independent Director
Mrs. Reshma Rajesh Malagavakar	Non-Executive Independent Director
Mr. Harshpal Singh	Non-Executive Independent Director
Mrs. Aruna Fakira Jawale	Non-Executive Independent Director(appointed on 25/02/2017)
Mr. Gautam Kalu Mohite	Non-Executive Independent Director(appointed on 25/02/2017)
Mr. Rahul Sudhakar Ahire	Non-Executive Independent Director(appointed on 25/02/2017)
Mr. Devendra Madesh	Non-Executive Independent Director(cessation of appointment on 25/02/2017)
Mr. Srikanth Ginjupalli	Non-Executive Independent Director (cessation of appointment on 25/02/2017)
Mr.Girish Kumar Aggarwal	Executive Director(cessation of appointment on 25/02/2017)

BOARD COMMITEES:

Audit Committee

Mrs. Aruna Fakira Jawale	Member
Mr. Harshpal Singh	Chairman
Mr. Sunil Nagpal	Member

Stakeholders Relationship Committee

Mrs. Aruna Fakira Jawale	Member
Mr. Harshpal Singh	Chairman
Mrs. Reshma Malagavakar	Member
Mr. Sunil Nagpal	Member

Nomination & Remuneration Committee

Mrs. Aruna Fakira Jawale	Member
Mr. Harshpal Singh	Chairman
Mrs. Reshma Malagavakar	Member
Mr. Sunil Nagpal	Member

Auditors:

M/S. Chirag C. Mehta &Co.
(Chartered Accountants)
Aranath, Jain Temple Road, Sarvodaya Nagar, Mulund West, Mumbai – 400080.

Share Transfer Agents:

M/s. Purva Sharegistry (India) Pvt. Ltd.
No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011.
Email ID: busicomp@vsnl.com
Website:- www.purvashare.com
Tel: - 022-23016761/8261, Fax:-022 23012517.

Bankers:

Axis Bank Limited
Corporation Bank Limited

Compliance Officer:

Mr. Dhiresh Munver (Managing Director)
Gulshan-E-Khalil, 1st Floor Part B, Beside
A.P. Police Officers Mess Masabtank
Hyderabad TG 500028 IN

Tel No:- 040 - 40119926
E-Mail ID:- yantranrltd@gmail.com

Registered Office:

Gulshan-E-Khalil, 1st Floor Part B, Beside
A.P. Police Officers Mess Masabtank
Hyderabad TG 500028 IN

Tel. No. : 040 – 40281278
E-mail id: yantranrltd@gmail.com

Listed at:

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001.

NOTICE

Notice is hereby given that the 28th Annual General Meeting of **Yantra Natural Resources Limited** for the year **2016-17** will be held at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana, on Saturday **30th September, 2017 at 12.00 p.m**., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of **M/s. Chirag Mehta & Co**., Chartered Accountant, Mumbai, bearing Membership No. 122852 as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 30th September, 2014 for a term of Five Years, i.e. from the conclusion of 25thAnnual General Meeting till the conclusion of 30thAnnual general meeting of the Company to be held in the Year 2019, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

SPECIAL BUSINESS

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

   "RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any

statutory modification(s) or re-enactment thereof for the time being in force) **Gautam Kalu Mohite (Din : 07703344)**, who was appointed as an Additional Director on 25th February, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company& who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2022 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

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

"**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Aruna Fakira Jawale (Din : 07703278)**, who was appointed as an Additional Director on 25th February, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company& who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting

till the Conclusion of Annual General Meeting to be held in 2022 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

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

RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Rahul Sudhakar Ahire (DIN : 07709329)**, who was appointed as an Additional Director on 25th February, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company& who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31st August, 2017

NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 28th September, 2017 to30th September, 2017 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the

Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.

10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Sharegistry India Private Limited, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.

11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.

13. The Ministry of Corporate Affairs (vide circularnos.17/2011and18/2011dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2017 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

14. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.yantranaturalltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: yantranrltd@gmail.com

17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

18. In terms of relevant provisions of **SEBI (LODR) 2015**, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd.,

Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com so as to reach him on or before Friday September 29, 2017 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

19. Members can request for a Ballot Form at Yantra Natural Resources Limited, Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana or they may also address their request through E-mail to: yantranrltd@gmail.com, Contact No.:040 - 65555019.

20. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

21. The E-voting period for all items of business contained in this Notice shall commence from Wednesday 27thSeptember, 2017 at 9.00 a.m. and will end on Friday 29thSeptember, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23rdSeptember, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

    The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 23rd September, 2017.

22. Mr. Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.comas Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

23. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

24. The Results of E-voting shall be declared at the AGM of the Company and the

results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

25. **The instructions for shareholders voting electronically are as under**;

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The remote e-voting period commences on 27thSeptember, 2017 (9:00 am) and ends on 29thSeptember, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rdSeptember,2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

V. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

VI. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(i) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(ii) Click on Shareholder - Login

(iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vi) Select "EVEN" of "Yantra Natural Resources Limited".

(vii) Now you are ready for remote e-voting as Cast Vote page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xi) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rakeshkapur15@gmail.comwith a copy marked to evoting@nsdl.co.in

A. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.

VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section ofwww.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2017.

XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. Purva Share registry (India) Private Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIV. Mr. Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com as Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.yantranaturalltd.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31st August, 2017

EXPLANATORYSTATEMENT

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at item in the accompanying Notice dated 31stAugust, 2017.

Item No. 3& 4

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161of the Companies Act, 2013 and the Articles of Association of the Company, Aruna Fakira Jawale & Gautam Kalu Mohite, as an Additional Independent Director of the Company with effect from 25th February**, 2017**. In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Aruna Fakira Jawale & Gautam Kalu Mohite would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Aruna Fakira Jawale & Gautam Kalu Mohite for the office of Director of the Company. Aruna Fakira Jawale & Gautam Kalu Mohite are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided their consent to act as a Director. Aruna Fakira Jawale & Gautam Kalu Mohite possesses appropriate skills, experience and knowledge. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company. The Company has received a declaration from Aruna Fakira Jawale & Gautam Kalu Mohite that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations. Aruna Fakira Jawale & Gautam Kalu Mohite possesses appropriate skills, experience and knowledge. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Aruna Fakira Jawale & Gautam Kalu Mohite as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Aruna Fakira Jawale & Gautam Kalu Mohite as an Non- Executive Independent Director, for a term of five years, for the approval by the shareholders of the Company. Copy of the draft letter for appointment of Aruna Fakira Jawale & Gautam Kalu Mohite as an Non-Executive Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. They are not related to any Directors on the Board of the Company.

None of the Directors, KMP of the company and their relatives thereof are interested

or concerned financial or otherwise in the proposed resolution. The Board of directors recommend passing of the resolution set out in the Item no. 3 & 4 of this Notice.

Gautam Kalu Mohite	
Fathers' Name :	KALU LAXMAN MOHITE
Date of Birth :	04/03/1966
First Appointment on Board	25/02/2017
Expertise in specific functional areas	Having expertise in the field of finance, banking, accounts & capital market.
Years of Experience :	More than 6 years
Directorship in Other Companies :	6
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee on other Board :	Nil

Aruna Fakira Jawale	
Fathers' Name :	FAKIRA SHIVRAM JAWALE
Date of Birth :	24/09/1980
First Appointment on Board	25/02/2017
Expertise in specific functional areas	Administration, Human Resources & Marketing.
Years of Experience :	More than 3 years
Directorship in Other Companies :	1
Name of other public limited Companies, where he is Director	Nil

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31st August, 2017

❖ *DIRECTORS' REPORT*

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended **31st March, 2017**.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2017 is summarized below:

(Rupees in Lacs)

Particulars	***2016-2017***	***2015-2016***
Sales	1246.02	1643.96
Other Income	(0.93)	1.02
Total Income	1245.09	1644.97
Total Expenses	1218.67	1605.72
Profit/(Loss)Before Tax	26.42	39.25
Tax		
Current Tax	8.00	9.30
Deferred Tax	4.06	-
Net Profit After Tax	14.36	29.95

Business performance and Segment Reporting

The turnover of the Company has slightly declined during the year, i.e. Rs. 1246.02 Lacs compared to Rs. 1643.96 lacs of previous year. This has slight impact on the profitability of the Company the profit during the year was of Rs. 14.36 lacs (previous years Rs. 29.95 lacs). The company is engaged in the trading business of textiles related products which as per Accounting Standard 17 is considered the only reportable business.

Management Discussion and Analysis Report:

To avoid duplication between the Directors Report and the Management Discussion and Analysis Report for the year, we present below a composite summary of performance of the various business & functions of the Company.

Industry Overview

The trend in slowdown in global growth continued during the year. India was the fastest growing large economy with a stable currency that performed better than the most emerging market currencies. If the industry players manage to restructure their operations as per the new realities, success will not be very hard to find now. India growth story remained reasonably positive due to stable domestic consumption, lower commodity & energy prices & hence improving macroeconomic parameters. However there are some negative factors like drought, rising Non-Performing Assets (NPA) of Banks & low credit growth. The Company is into trading activities of textiles related products.

Business Overview

The Company main activities are trading into textiles related items. The Company is exploring various options to improve margins of the Company, by having tight control on expenses & exploring various business activities. Chinese products had flooded our markets which has impact on every Indian Companies, including us.

Despite various adverse factors we firmly believe that Indian economic will grow and hence the growth of textiles sector presents us with exciting opportunities like India's long-term growth story remains intact notwithstanding declining growth in the past year or two. This presents vast opportunities for us to grow our businesses in the medium to long term, though short-term pain remains a possibility. We further believe the policy liberalization and forward-looking regulatory changes will help markets grow in size.

While positive Government policies and regulatory changes do enlarge the scope of opportunities for textiles sector companies, lack of or delay in reforms or certain regulatory changes can significantly impact the performance or make an existing business model unviable. The growth in the sector is very good and Management expects better results in for the coming year. The Company is targeting lower segment of the market, where the margins are low but there is huge market as Tier II & Tier III cities are more sensitive to prices, but they are also looking to various international brands.

Adequacy of Internal Control:

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

Human Resource Development

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

Manpower

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

Segment-Wise Performance

The Company is into single reportable segment only

Compliance

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

Cautionary Statement

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

Dividend:

The Board of Directors does not recommend any Dividend for the year under review

Share Capital

The Company has not changed the capital structure during 2016-17.

Reserves

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 14.36 lacs has been carried forward to profit & loss account.

Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73, of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rule, 2014, during the year under review.

Subsidiaries, Joint Ventures and Associates Companies:

The Company does not have any subsidiaries, joint venture & associates Company.

Particulars of Contract or Arrangement with Related Party

There is no transaction with Related Party which requires disclosure under Section 134(3) (h) of the Companies Act, 2013and Rule 8(2) of the Companies (Accounts) Rules, 2014. There being no material related party transactions as defined under Regulation 23 of the SEBI (LODR) Regulations, 2015, there are no details to be

disclosed in Form AOC – 2 in that regard. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company websitewww.yantranaturalltd.com. All related party transactions which were entered into during the year were on arm's length basis and were in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material related party transactions under Regulation 23 of the SEBI (LODR) Regulations, 2015. There is no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company. Pursuant to Regulation 26(5) of the SEBI (LODR) Regulations, 2015, senior personnel made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest that might have been in potential conflict with the interest of the Company & same was nil.

Loans, Investment and Guarantees by the Company

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

Disclosures under Section 134(3) (I) of the Companies Act, 2013

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

Directors

Aruna Fakira Jawale (DIN: 07703278), Gautam Kalu Mohite (DIN: 07703344) and Rahul Sudhakar Ahire (DIN: 07709329) were appointed on the Board as additional directors with effect from 25th February, 2017.

Also, Girish Kumar Aggrawal (DIN: 00457968), Devendra Bhimanna Madesh (DIN: 02828758) and Srikanth Ginjupalli (DIN: 03264640) resigned from directors of the Company with effect from 25th February, 2017.

There was no other change in the composition of the Board of Directors of the Company during the year under review.

Directors Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration policy, providing criteria for determining qualifications, positive attributes, independence of a Director and a policy on remuneration for Directors, key managerial personnel and other employees. The detailed Remuneration policy is placed on the Company's website www.yantranaturalltd.com

Consolidated Financial Statement

The audited consolidated financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

Number of Meeting of Board of Directors

The Board of Directors have met 5 times and Independent Directors once during the year ended 31st March, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Declarations by Independent Director

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013.

Statutory Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, **M/s. Chirag C Mehta & Co., Chartered Accountants**, Mumbai, hold office up to the conclusion of 30th Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Statutory Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

Auditors Report:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the requirement of Section 134 of the Companies Act, 2013, the Board of Directors of the Company confirms:

i. In the preparation of the annual accounts for the financial year ended 31st March, 2017 the applicable accounting standards have been followed along with proper explanation relating to material departure.

ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable

and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2017.

iii. That the Directors have taken sufficient and proper 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 material fraud and other irregularities.

iv. That the Directors have prepared the Annual Accounts on a going concern basis.

v. There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.

vi. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

vii. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

viii. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, 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 FY 2016-17.

Annual Evaluation by the Board of Its Own Performance, Its Committees and Individual Directors

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company. Information on the manner in which the annual evaluation has been made by the Board of its own performance and that of its Committee and individual Directors is given in the Corporate Governance Report.

Details of Committee of Directors

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year

2016-17 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.
The recommendation by the Audit Committee as and when made to Board has been accepted by it.

Risk Management
During the year, Management of the Company evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board. The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

Secretarial Audit Report
A Secretarial Audit Report for the year ended 31st March, 2017 in prescribed form duly audited by the Practicing Company Secretary Rakesh Kapur, Mumbai is annexed herewith and forming part of the report.

Extract of Annual Return
Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure – I)

Corporate Governance
Pursuant to the SEBI (LODR) Regulations, 2015, a separate section on Corporate Governance forms part of the Annual Report. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2016-17. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report. The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (LODR), Regulations, 2015.

Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance is annexed to this Report.

Whistle Blower Mechanism
The Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report**.**

Corporate Social Responsibility CSR)
Detailed information on Corporate Social Responsibility Policy developed & implemented by the Company on CSR initiatives taken during the year pursuant to section 135 of the Companies Act, 2013 is given in the Annual Report on CSR activities.

Managing Director's Certificate

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

Conservation Of Energy, Technology Absorptions and Foreign Exchange Earnings and Outgo

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 134 of the Companies Act, 2013 is not applicable to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

Significant and Material Orders Passed By the Regulators or Courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future, except that the trading in the securities of the Company was suspended by BSE Limited on 28th August, 2015, on surveillance ground for which the Company has submitted various documents to BSE. The Company has no role to play in the volume & price movement of the securities of the Company, which BSE could not establish till date.

Presentation of Financial Statements

The financial statements of the Company for the year ended 31st March, 2017 have been disclosed as per Schedule III to the Companies Act, 2013.

Statutory Disclosures

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2016-2017 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. www.yantranaturalltd.com as an Annexure to the Director Report. Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. www.yantranaturalltd.com as an Annexure to the Director Report. A physical copy of the same will be made available to any shareholders on request. A cash flow statement for the year 2016-17 is attached with the Balance-Sheet.

Other Corporate Information:

The Company changed its Registered Office within Local Limits during the year under Review.

Acknowledgement

The Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

The Company thanks all of the employees for their contribution to the Company's performance. The Company applauds all the employees for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31st August, 2017

❖ ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **Brief outline of Company CSR Policy including overview of projects or programme proposed to be undertaken & a reference to the web link to the CSR Policy and projects or programme**.

Introduction

The Company strongly believed that common good was more important than individual gain. The Company believes that the true & full measure of growth, success & progress lies beyond balance-sheets or conventional economic indices. It is best reflected in the difference that business & industry make to the lives of people. The CSR Policy is based on the foundations of ethical, value-based & transparent functioning.

CSR Policy

A detailed CSR Policy was framed by the Company with approvals of the CSR Committee & Board. The policy, inter alia, covers the following:

- Philosophy
- Scope
- List of CSR activities
- Modalities of execution of projects/programmes
- Implementation through CSR cell
- Monitoring assessment of projects/programmes.

CSR Policy gives an overview of the projects or programme which are proposed to be undertaken by the Company in the coming year. The CSR Policy is placed on the website of the Company i.e. www.yantranaturalltd.com.

2. **The Composition of the CSR Committee**

   1. A committee of the Directors titled CSR Committee was constituted by the Board with the following member – Gautam Kalu Mohite (Chairman); Aruna Fakira Jawale, Reshma Rajesh Malagavakar & Sunil Vishindas Nagpal (all members). During the year under review, the committee met 2 times during the year.

   2. Average net profit of the Company for last 3 financial years prior to 2016-17: **38,36,069/-.**

   3. Prescribed CSR Expenditure (2% of amount as in Item No. 2): **80,000/-**

   4. In case the Company fails to spend 2% of the average net profit of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board Report **– Not Applicable**.

5. Responsibility Statement of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company duly signed by the Director and Chairperson of CSR Committee.

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31st August, 2017

ANNEXURE TO DIRECTORS' REPORT
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2017
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L14297AP1988PLC074808
2	Registration Date	01/09/1988
3	Name of the Company	Yantra Natural Resources Limited
4	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered Office and contact details	Gulshan-E-Khalil, 1st Floor Part B, Beside A.P. Police Officers Mess Masabtank Hyderabad TG 500028 Tel. No. : 040 – 40119926, 40281278, E-mail id: yantranrltd@gmail.com
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai – 400 011, Maharashtra, India Tel. No. : 022-23016761/8261 E-mail id : busicomp@vsnl.com

II. . PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Wholesale of textiles, fabrics, yarn, household linen, articles of clothing, floor coverings and tapestry, sports clothes	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2016				No. of shares held at the end of the year 31.03.2017				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	0	0	0	0	0	0	0	0	0
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt. (s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks/FI	0	0	0	0	0	0	0	0	0
(f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total(A)(1):	0	0	0	0	0	0	0	0	0
(2) Foreign									
(a) NRIs/ Individuals	0	0	0	0	0	0	0	0	0
(b) Other-Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks/FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt. (s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	10328500	0	10328500	0.16	10328500	0	10328500	0.16	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total(B)(1):	10328500	0	10328500	0.16	10328500	0	10328500	0.16	0

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2016				No. of shares held at the end of the year 31.03.2017				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	5461478916	60686500	5522165416	87.93	5428889484	60686500	5489575984	87.41	-0.52
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual Shareholders holding nominal share capital up to Rs. 1 lakh	112283254	303444	112586698	1.79	116243816	303444	116547260	1.86	0.06
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	498834344	63180250	562014594	8.95	512702611	63180250	575882861	9.17	0.22
(c) Others Clearing Members									
* N.R.I. (NON-REPAT)	640603	0	640603	0.01	612528	0	612528	0.01	0.00
* N.R.I. (REPAT)	6507956	0	6507956	0.10	6512956	0	6512956	0.10	0.00
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
* Trust	0	0	0	0	0	0	0	0	0
* Hindu Undivided Family	32611559	0	32611559	0.52	33038259	0	33038259	0.53	0.01
* Employee	0	0	0	0	0	0	0	0	0
* Clearing Members	33633924	0	33633924	0.54	47990902	0	47990902	0.76	0.23
* Depository Receipts	0	0	0	0	0	0	0	0	0
* Other Directors & Relatives	0	0	0	0	0	0	0	0	
(d) HUF									
(i) Repat									
(ii) Non-Repat									
Sub-Total(B)(2):	6145990556	124170194	6270160750	99.84	6145990556	124170194	6270160750	99.84	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	6156319056	124170194	6280489250	100	6156319056	124170194	6280489250	100	0
C. Shares held by custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6156319056	124170194	6280489250	100	6156319056	124170194	6280489250	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2015			Shareholding at the end of the year 31.03.2016			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged /encumbered to total shares	
NIL								

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

Sl. No.		Shareholding at the beginning of the year 01.04.2016		Cumulative Shareholding during the year 31.03.2017	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.)	NIL			
	At the end of the year	NIL			

(iv)Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2016		Transaction During the Year			Cumulative Shareholding at the end of the year 31.03.2017	
		No. of shares at the beginning (01.04.2016) / end of the year 31.03.2017	% of total Shares of the Company	Date of Transaction	Increase/ Decrease in shareholding	Reason	No. of shares	% of total Shares of the Company
1	ADAMINA TRADERS PVT LTD	470319726	7.49	01/04/2016				
		470319726	7.49	31/03/2017			470319726	7.49
2	SNEHIL REAL ESTATE PRIVATE LIMITED	393750000	6.27	01/04/2016				
		393750000	6.27	31/03/2017			393750000	6.27
3	SOUTHMINT REAL ESTATE PRIVATE LIMIT	385000000	6.13	01/04/2016				
		385000000	6.13	31/03/2017			385000000	6.13
4	ROSEWOOD VINTRADE PRIVATE LIMITED	345975000	5.51	01/04/2016				
		345975000	5.51	31/03/2017			345975000	5.51
5	PARKWAY PROPERTIES PRIVATE LIMITED	334737558	5.33	01/04/2016				
			0.40	27/05/2016	25000000	Buy	359737558	5.73
			(5.70)	03/06/2016	(358125000)	Sell	1612558	0.03
		1612558	0.03	31/03/2017			1612558	0.03
6	ICEBIT REALITY PRIVATE LIMITED	278808839	4.44	01/04/2016				
		278808839	4.44	31/03/2017			278808839	4.44
7	ASBN COMMODITIES & FINESERVE PRIVATE LTD	274210482	4.37	01/04/2016				
		274210482	4.37	31/03/2017			274210482	4.37
8	TANIKA MERCANTILE PRIVATE LIMITED	255750000	4.07	01/04/2016				
		255750000	4.07	31/03/2017			255750000	4.07
9	JOEL INFRASTRUCTURE PVT LTD	192866891	3.07	01/04/2016				
		192866891	3.07	31/03/2017			192866891	3.07
10	LONGSEAL MACHINARY PRIVATE LIMITED	177500000	2.83	01/04/2016				
			1.03	31/03/2017	65000000	Buy	242500000	3.86
		242500000	3.86	31/03/2017			242500000	3.86

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year 01.04.2016		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2017	
		No. of shares at the beginning (01.04.2016) / end of the year 31.03.2017	% of total Shares of the Company				No. of shares	% of total Shares of the Company
NIL								

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs. in Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
Total (i+ii+iii)	**N.A.**	**N.A.**	**N.A.**	**N.A.**
Change in Indebtedness during the financial year				
Addition	N.A.	N.A.	N.A.	N.A.
Reduction	N.A.	N.A.	N.A.	N.A.
Net Change	**N.A.**	**N.A.**	**N.A.**	**N.A.**
Indebtedness at the end of the financial year				
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
Total (i+ii+iii)	**N.A.**	**N.A.**	**N.A.**	**N.A.**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER	Total Amt
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option related perquisites	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- Others, specify…	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)		
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.	

B. Remuneration to other directors:

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration			
				Total Amount
1	**Independent Directors**			
	• Fee for attending board / committee meetings	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL
	Total (1)	**NIL**	**NIL**	**NIL**
2	**Other Non-Executive Directors**			**Total Amount**
	• Fee for attending board /	NIL	NIL	NIL

	committee meetings			
	• Commission	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	
	Total (2)	**NIL**	**NIL**	
	Total (B)=(1+2)	**NIL**	**NIL**	
	Total (A)	**NIL**	**NIL**	
	Total Managerial Remuneration	**NIL**	**NIL**	
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. In Lakhs)

Sr. No.	**Particulars of Remuneration**	**Key Managerial Personnel**
		Total
1	Gross Salary	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL
2	Stock Option related perquisites	NIL
3	Sweat Equity	NIL
4	Commission	NIL
	- as % of profit	NIL
	- others, specify…	NIL
5	Others, please specify	NIL
	Total	**NIL**

VII. Penalties / Punishment / Compounding of Offences:

Type	**Section of the Companies Act**	**Brief Description**	**Details of Penalty / Punishment / Compounding fees imposed**	**Authority [RD / NCLT / COURT]**	**Appeal made, if any (give Details)**
Penalty	**NONE**				
Punishment					
Compounding					

VIII. Other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	**NONE**				
Punishment					
Compounding					

By Order of the Board
For Yantra Natural Resources Limited

SD/-	**SD/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN - 06799707**

Place: Hyderabad
Date: 31th August, 2017

Form No.MR-3
SECRETARIAL AUDIT REPORT
FORTHE FINANCIAL YEAR ENDED 31st MARCH, 2017

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. Yantra Natural Resources Limited
CIN: L14297AP1988PLC074808
Gulshan-E-Khalil,
1st Floor Part B,
Beside A.P. Police Officers Mess,
Masabtank, Hyderabad-500028

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yantra Natural Resources Limited** (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 **Yantra Natural Resources Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Yantra Natural Resources Limited** ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct

Investment and External Commercial Borrowings **– Not Applicable.**

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable to the Company;**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not Applicable to the Company;**

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009 - **Not Applicable to the Company;**

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **– Not Applicable to Company;**

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 **– Not Applicable;**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **– Not Applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agents;**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **– Not Applicable to Company;** and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **– Not Applicable to Company;**

The management has identified and confirmed the following laws as specifically applicable to the Company & they have complied with most of the Rules & Regulations specified in the Acts, mentioned below:

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

I. Secretarial Standards issued by The Institute of Company Secretaries of India.

II. The Listing Agreements entered into by the Company with BSE Limited;

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

subject to the following observations:

I. **The Company has filed certain Forms with ROC with delay fees during the year.**

II. **The Company has not appointed Company Secretary during the year. However the management is taking the necessary step for regularizing the same.**

III. **The trading in the securities of the Company was suspended by BSE Limited & Company has submitted various documents required by BSE.**

I further report that;

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

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

- Since Minutes books is not updated, hence we cannot comment whether majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the company has not taken any corporate action during the year.

SD/-
(CS Rakesh Kapur)
Practicing Company Secretaries

C P No. 12085
FCS 3863

Date: 31th August, 2017
Place: Mumbai

Annexure –A to Secretarial Audit Report dated 5th August, 2017

To,
The Members,
M/s. Yantra Natural Resources Limited
CIN: L14297AP1988PLC074808
Gulshan-E-Khalil,
1st Floor Part B,
Beside A.P. Police Officers Mess
Masabtank, Hyderabad- 500028

Our Secretarial Audit Report dated 5th August, 2017 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.

4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.

5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

SD/-
(CS Rakesh Kapur)
Practicing Company Secretaries

C P No. 12085
FCS 3863

Date: 31ST August 2017
Place: Mumbai

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2016-17 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

Company's Philosophy on Code of Corporate Governance

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's Expectations.

Board of Directors

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the Company www.yantranaturalltd.com.

Information supplied to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Directors have separate and independent access to officers of the Company. In addition to items, which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. At the meeting of the Independent Directors held during the year, they have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Orderly succession to Board and Senior Management

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

Code of Conduct

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website www.yantranaturalltd.com.

Maximum tenure of Independent Directors

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

Formal Letter of Appointment to Independent Directors

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI (LODR) Regulation, 2015, the terms and conditions of appointment of Independent Directors are placed on the Company's website.

Directors' Interest in the Company

Sometime, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

Responsibilities & Functions of Board of Directors

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

(1) Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.

(2) The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors-

(1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.

(2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.

(3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.

(4) Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.

(5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.

(6)Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.

(7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

(8) Overseeing the process of disclosure and communications.

(9) Monitoring and reviewing Board of Director's evaluation framework.

iii) Other responsibilities:

1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.

2. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.

3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.

4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.

5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.

6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.

7. The Board of Directors shall exercise objective independent judgment on corporate affairs.

8. The Board of Directors shall consider assigning a sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.

9. The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.

10. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.

11. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.

12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.

13. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.

14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting. The criteria are placed on the Company's website www.yantranaturalltd.com.

- Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.

- A consolidated summary of the ratings given by each of the director was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and the Directors during the year under review.

- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held.

Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise.

Details on the evaluation carried out by the independent directors at their meeting held on 31st March, 2017 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties; personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

Independent Directors' Meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors held their separate meeting on 31st March, 2017, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

i. review the performance of non-independent directors and the Board as a whole;
ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
iii. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
iv. review the responsibility of independent directors with regard to internal financial controls.

All independent directors were present at the meeting.

The independent director's present elected Mr. Gautam Kalu Mohite as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

Remuneration of Directors

Pecuniary transactions with non-executive directors
During the year under review, there were no pecuniary transactions with any non-executive director of the Company.
The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.
As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on www.sanguinemedialtd.com

Non-executive directors
Non-executive directors are not paid sitting fees and commission as earlier stated in this Report.

Managing Director

During the year under review, the Company has not paid any remuneration to Dhiresh Uttamchand Munver, Managing Director of the Company as provided in detail in an annexure to the Directors' Report in section VI (A) of Form MGT-9, i.e. extract of the Annual Return.
Managing Director is entitled to superannuation benefits payable in the form of an annuity from an approved life insurance company, which form part of the perquisites allowed to him. No pension is paid by the Company.

Details of Remuneration to directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive.
In 2016-17, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2016-17 are provided in an annexure to the Directors' Report in section VI (B) of Form MGT-9, i.e. extract of the Annual Return**.**

Compliances regarding Insider Trading

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015. Accordingly, the Board has approved and adopted,

a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
b. Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The said codes are being adhered to.

The Code referred to in (a) above is placed on the Company's website: www.yantranaturalltd.com.

Familiarization of Independent Directors

The details of familiarization programme for Independent Directors have been disclosed on website of the Company. In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy. The details of Directors' induction and familiarization are available on the Company's website: www.yantranaturalltd.com.

Composition of Board

The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
As on the date of this report, the Board Strength consists of in all 8 directors. Out of them, 5 are non-executive Independent directors, 1 is Non-Executive Non-Independent Director, 1 is executive Director and 1 is Managing Director. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".
Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals. The number of Directorships, Committee Membership/Chairmanship of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

❖ **Meetings of the Board of Director**

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from the other Board business. The Board meetings are pre-scheduled & Agenda is circulated well in advance to facilitate the Directors to ensure meaningful participation in the meetings. However in case of special and urgent business need the Committee of Board of Directors met at a short notice and its minutes is noted and confirmed in the subsequent Board meeting. The Agenda for the Board/Committee meetings cover items set out as per guidelines in Listing Regulations & it includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year 2016-17, Five Board Meetings were held on the following dates:

1. 27th May, 2016
2. 5th August, 2016
3. 14th September, 2016
4. 14th December, 2016
5. 09th March, 2017

❖ **Details of the Board of Directors and External Directorships**

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31st March, 2017, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Director-ships(*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Dhiresh Munver	5	Yes	1	0	0
2	Rajinder Singla	5	Yes	None	None	None
3	Harshpal Singh	5	Yes	None	None	None
4	Vijay Devlekar	1	Yes	None	None	None
5	Reshma Rajesh Malagavakar	5	Yes	2	1	2
6	Sunil Vishindas Nagpal	5	Yes	None	None	None
7	Aruna Fakira Jawale (appointed on 25/02/2017)	1	No	None	None	None
8	Gautam Kalu Mohite (appointed on 25/02/2017)	1	No	1	1	3
9	Rahul Sudhakar Ahire (appointed on 25/02/2017)	1	No	1	1	2
10	Girish Aggarwal (Cessation of Appointment on 25/02/2017)	4	Yes	None	None	None
11	Devendra Madesh (Cessation of Appointment on 25/02/2017)	4	Yes	None	None	None
12	Srikanth Ginjupalli (Cessation of Appointment on 25/02/2017)	4	Yes	None	None	None

Notes

(*) Includes directorships held in public limited Companies only.
Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.

(@) Include only positions held in Audit Committee and Shareholders'/Investor Grievance Committee of the Board of Directors.

COMMITTEES OF THE BOARD

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- Audit Committee,
- Nomination and Remuneration Committee and
- Stakeholder's Relationship Committee,

Audit Committee

The Audit Committee consists of three Independent Directors. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Yantra Natural Resources Limited., (the "Company") in fulfilling its oversight responsibilities with respect to

(a) The accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,
(b) The Company's compliances with legal and regulatory requirements,
(c) The Company's independent auditors' qualification and independence,
(d) The audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Listing Regulations and Companies Act, 2013, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions;

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;

2. To review and examine with management the quarterly financial results before submission to the Board;

3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to – matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the draft audit report;

4. To review management discussion and analysis of financial condition and results of operations;

5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;

6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;

7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;

8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;

9. To review and monitor the Auditor independence and performance, and effectiveness of audit process;

10. To review the performance of statutory and internal auditors, adequacy of the Internal Control System;

11. To discuss with statutory auditors before the audit commences about the nature & scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To recommend appointment, removal, remunerations and terms of appointment of Internal Auditor of the Company;

13. To scrutinize inter-corporate loans and investments made by the Company;

14. To review the adequacy of the Internal Audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage & frequency of internal audit, discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;

15. To evaluate internal financial controls and risk management systems;

16. To do the valuation of undertakings or assets of the Company, wherever it is necessary.

17. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

18. To review the functioning of the Whistle blower mechanism.

19. To review the Company's financial and risk management policies.

20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, creditors & shareholders (in case of non-payment of declared dividends).

21. To review the statement of uses/application of funds raised through an issue (public issue; rights issue, preferential issue, etc), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendations to the Board to take steps in the matter.

22. To carry out any other function as mentioned in the terms of reference of the audit committee.

23. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.

24. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.

    The periodic review ensures that all areas within the scope of the Committee are reviewed.

Meetings of the Committee:

Audit Committee

The Committee met Five times during the financial year 2016-17 on i.e. 27th May, 2016; 05th August, 2016; 14th September, 2016; 14th December, 2016 & 09th March, 2017.

Constitution of the Committee:

The Constitution of the Audit Committee is in conformity with the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2017 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Aruna Fakira Jawale	Chairman	1	Non- Executive Independent Director
2.	Harshpal Singh	Member	5	Non- Executive Independent Director
5.	Sunil V. Nagpal	Member	5	Non- Executive Independent Director

❖ **Stakeholders Relationship Committee**

Terms of the Committee:

1. To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of dividends, transmission, split, consolidation of share certificates and matters related thereto.

2. To ensure expeditious share transfer process.

3. To evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.

4. To provide guidance and make recommendations to improve investors service level to the investors.

5. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name : Mr. Dhiresh Munver
Address: House No.1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad - 500072
Email Id: yantranrltd@gmail.com

Composition & Meeting

The Committee comprises of 4 Non-Executive Independent Directors, namely Mr. Harshapal Singh (Chairman), Mrs. Reshma Rajesh Malagavakar, Mrs. Aruna Fakira Jawale, & Mr. Sunil Vishindas Nagpal as Members of the committee.

Responsibilities of Compliance Officer

The compliance officer of the listed entity shall be responsible for-

a) Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.

b) Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.

c) Ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.

d) Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

❖ **ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

Terms of the Committee

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time. However, none of the Directors has been given any remuneration during the year under review. The Committee has devised a policy on Board Diversity. The objective of the policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

No Stock option has been allotted to any of the Directors during the financial year 2016-2017. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under SEBI (LODR) Regulations, 2015 and requirements of section 178

of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors.

The Committee also ensures that the level & composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. The Committee also ensures that the relationship of remuneration to performance is clear and meets appropriate performance benchmark. The Committee also ensures that the remuneration to directors, key managerial personnel & senior management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company & its goals.

Role of committee shall, inter-alia, include the following:

1. To determine/recommend the criteria for determining appointment, qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remunerations of directors, Key Managerial personal and other employees.

2. To formulate the criteria for evaluation of performance of independent directors and the board of directors.

3. To devise a policy on desired age and diversity of board of directors.

4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.

5. To review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, etc.

Composition

The composition of the Remuneration Committee is Mrs. Reshma Rajesh Malagavakar (Chairman), Mr. Harshpal Singh, Mrs. Aruna Fakira Jawale and Mr. Sunil Vishindas Nagpal as members of the committee.

Subsidiary Company

The Company does not have any subsidiary companies.

Disclosures:

- During the financial year 2016-17, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.

- There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.

- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

- The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.

- The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment.The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.

- The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

- The Company is in compliance with all mandatory requirements of Listing Regulations.

Preventing Conflict of Interest

- The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by Board Members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the

Company. If such an interest exists, they are required to make adequate disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The members of the Board and the Management Committee also submit on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s)/ membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

Affirmation and Disclosure

- All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2016 and a declaration to that effect signed by the Executive Director and CEO is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company; however there were no material, financial or commercial transaction between the Company and the Independent Directors.

- All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

Commodity price risk or foreign exchange risk and hedging activities

- Since the Company is into trading activities in Indian Currency only, hence there is neither Foreign Exchange risk nor any hedging activities nor there commodity price risk.

Whistle Blower Policy

- The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was

reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

- The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

Details of General Meetings:

- **Annual General Meetings:**

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2013-14	Saturday, 27th September, 2014 at 10.00 a.m.	House No.1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, KukutpallyMunicipality, Hyderabad-500072	No Special Resolution was passed at this meeting.
2014-15	Wednesday, 30th September, 2015 at 10.00 a.m.	House No.1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, KukutpallyMunicipality, Hyderabad-500072	No Special Resolution was passed at this meeting.
2015-16	Tuesday, 27th September, 2016 at 10.00 a.m.	Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana	Special Resolution was passed at this meeting.

- **Extra-Ordinary General Meetings:**

The details of last 3 Extra Ordinary Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Date	Venue	Special Resolutions Passed
2013-14	No EGM held during this F.Y.	N.A.	N.A.
2014-15	No EGM held	N.A.	N.A.

	during this F.Y.		
2015-16	No EGM held during this F.Y.	N.A.	N.A.

❖ **Postal Ballot**

No resolutions have been passed by way of Postal Ballot during the year under review.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to the Bombay Stock Exchange immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Andhra Pradesh (regional language).

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

GENERAL SHAREHOLDERS' INFORMATION:

Date, Time & venue of Annual General Meeting	Saturday, 30th day of September, 2017 at 12.00 p.m. at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited

❖ **Market Share Price Data:**

There is no data available for Market Share Price Data.

Share Transfer System:

Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved and dispatched within a period of 5 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute.

For expeditious processing of share transfers, the Board of Directors of the Company has authorized the Compliance Officer, to decide on various issues like transfers/transmission of securities in physical form, change in status of shareholders and confirmation of dematerialization.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., **SEBI Complaints Redress System** the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken

Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.
The Company is registered with SEBI under the SCORES system.

ISIN No

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE903B01023.

❖ **Distribution of Shareholding as on March 31, 2017, Are As Follows;**

Sr. No.	Range	No. of Shares held	Percentage of Total Shares	Amount of the Shares	% of holding
1	UPTO 5,000	2840	37.79	5837086	0.09
2	5,001 - 10,000	1023	13.61	8814758	0.14
3	10,001 - 20,000	818	10.88	13001662	0.21
4	20,001 - 30,000	476	6.33	12262986	0.20
5	30,001 - 40,000	317	4.22	11364898	0.18
6	40,001 - 50,000	349	4.64	16915917	0.27
7	50,001 - 1,00,000	728	9.69	58247428	0.93
8	1,00,001 and Above	965	12.84	6154044515	97.99
	Total	**7516**	**100.00%**	**6280489250**	**100.00%**

❖ Shareholding Pattern as on 31st March, 2017

Sr. Nos.	Category	No. of Share held	% of Shareholding
A	Promoters	0	0
1.	Individuals/HUF	0	0
	TOTAL(A)	0	0
B	Public Shareholding		
	Institutions	10328500	0.16
	Non-Institutions		
1.	Bodies Corporate	5489575984	87.41
2.(a)	Individual Shareholders holding up to Rs.1 Lac	116547260	1.86
(b)	Individual Shareholders holding above Rs.1 Lac	575882861	9.17
3.	NRIs/HUF's/Clearing Members	88154645	1.40
	TOTAL(B)	6270160750	100.00
	TOTAL(A+B)	**6280489250**	**100.00**

❖ Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

❖ Dematerialization of Shares and Liquidity:

The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2017, 6156319056 equity shares constituting 98.02% of the paid-up equity capital of the Company stood dematerialized.

❖ Total Number of shares dematerialized as on 31.03.2017

Depository	No. of Shares	% of Paid up Capital
NSDL	1142079815	18.18
CDSL	5014239241	79.84
Physical	124170194	1.98
Total	6280489250	100.00

❖ Financial Calendar (Tentative):

Financial Year : 01 April, 2017- 31st March, 2018
First quarter result : 14th August, 2017.
Half-yearly results : 14th November, 2017
Third quarter results : 14th February, 2018
Annual results : End of May, 2018
Annual General Meeting : September, 2018

❖ **Address for Correspondence:**

Gulshan-E-Khalil,
1st Floor Part B,
Beside A.P. Police Officers Mess,
Masab tank, Hyderabad TG 500028 IN
Email ID: yantranrltd@gmail.com

Reconciliation of Share Capital Audit

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review.

Non Mandatory Requirements

i) **The Board**
At present, there is no separate office in the Company for use of Chairman.

ii) **Shareholders Rights**
Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

iii) **Audit Qualifications**
There is no audit qualification. Every endeavor is made to make the financial statements without qualification.

iv) **Separate posts of Chairman and Chief Executive Officer**
The Company does not have any Chairman. A separate person is Executive Director of the Company.

v) **Reporting of Internal Auditors**
Reports of Internal Auditors are placed before the Audit Committee for its review.

For Yantra Natural Resources Limited

Sd/-	**Sd/-**
Dhiresh U. Munver	**Sunil V. Nagpal**
Managing Director	**Director**
DIN – 02782239	**DIN – 06799707**

Place: Hyderabad
Date: 31st August, 2017

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Yantra Natural Resources Limited

We have examined the compliance of conditions of Corporate Governance by Yantra Natural Resources Limited for the year ended on 31st March, 2017 as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub – regulation (1) of regulation 46 and Para C, D, and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

The compliance of conditions of corporate governances is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge and belief and according to the explanations given to us we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management as conducted the affairs of the Company.

For Chirag C Mehta & Co
Chartered Accountant
FRN No: 132696W

(Chirag Mehta)
Proprietor
M.ShipNo: 122852

Place: Mumbai.
Date: 31st August, 2017

CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Yantra Natural Resources Limited

We, Mr. Dhiresh Munver, Managing Director of Yantra Natural Resources Limited hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2016-17 and to the best of my knowledge and belief:

   a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
   b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.

2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

5. We have indicated to the Auditors and the Audit Committee:

   a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

   b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board
For Yantra Natural Resources Limited

Sd/-
Dhiresh Munver
Managing Director
DIN – 02782239

Sd/-
Sunil V. Nagpal
Director
DIN – 06799707

Place: Hyderabad
Date: 31st August, 2017

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF YANTRA NATURAL RESOURCES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Yantra Natural Resources Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the cash flow statement and Statement of Changes in Equity for the year ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend

on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

2) 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 the 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 Cash Flow Statement and statement of change in equity dealt with by this Report are in agreement with the books of account;

    d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under.

e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy of internal financial controls over the financial reporting of the Company and the Operating effectiveness of such controls, refer to our separate report in "**Annexure-B", and**

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

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements refer note 25 to the financial statement.
   ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards
   iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company.
   iv. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O.3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016.Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

For CHIRAG C MEHTA & CO
Chartered Accountants
F R No.: 132696W

CHIRAG C. MEHTA
Proprietor
Membership No.: 122852

Place: Hyderabad
Dated: 30.05.2017

Annexure A to the Auditors' Report

Annexure "A" to the Independent Auditors' Report on the financial statement.

The annexure required under CARO, 2016 referred to in our report to the members of **Yantra Natural Resources Limited** ("the company") for the year ended March 31, 2017.

We report that:

i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, some of the fixed assets were physically verified during the year by the Management as per programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According, to the information and explanation given to us and on the basis of examination of records of the Company, No immovable properties are held by the Company.

ii) The inventory, except goods-in-transit, has been physically verified by the management during the year and the discrepancies noticed on such verification between the physical stock and the book records were not material. In our opinion, the frequency of such verification is reasonable.

iii) During the year the company has not granted any Loans, secured or Unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to loans and investment made.

v) According to the information and explanations given to us, Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the Order is not applicable to the Company

vi) As informed to us, the Central Government has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act in respect of the business of the company.

vii) a) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing its undisputed statutory dues such as Provident Fund,

Employees' State Insurance, Income tax, Wealth tax, Service tax and any other material statutory dues whichever is applicable to the company with the appropriate authorities during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, service tax, and any other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

b) As at 31st March, 2017, the following are the particulars of dues on account of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess matters that have not been deposited on account of dispute:

Name of the Statute	Nature of the dues	Dispute Amount (Rs. in Lac)	Period to which the amount relates	Forum where pending
Income Tax Act, 1961	Income Tax	Rs. 9.29 Lacs	A.Y. 2010-11	Appeal to the Commissioner of Income-tax (Appeals) Mumbai
Income Tax Act, 1961	Income Tax	Rs.19.67 Lacs	A.Y. 2011-12	Appeal to the Commissioner of Income-tax (Appeals) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 29.54 Lacs	A.Y. 2012-13	Appeal to the Commissioner of Income-tax (Appeals) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 32.90 Lacs	A.Y. 2013-14	Appeal to the Commissioner of Income-tax (Appeals) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 32.36Lacs	A.Y. 2014-15	Appeal to the Commissioner of Income-tax (Appeals) Mumbai

viii) According to the information and explanations given to us and based on the records of the company examined by us, the company does have any borrowing from any financial institutions or bank and does not issue any debentures as at the balance sheet date. Accordingly clause (viii) of paragraph 3 of the Order is not applicable.

ix) The company has generally applied the amount raised by it by way of term loans, debt instruments for the purpose for which those loans were obtained, other than temporary deployment pending application of those funds. The company did not raise money by way of initial public offer or further public offer during the year.

x) According to the information and explanation given to us, no material fraud on or by company has been noticed or reported during the year.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

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

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

xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

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 non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable.

xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For CHIRAG C MEHTA & CO
Chartered Accountants
F R No.: 132696W

CHIRAG C. MEHTA
Proprietor
Membership No.: 122852

Place: Hyderabad
Dated: 30.05.2017

Annexure "B" to the Independent Auditor's Reports

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Yantra Natural Resources Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

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

For CHIRAG C MEHTA & CO
Chartered Accountants
F R No.: 132696W

CHIRAG C. MEHTA
Proprietor
Membership No.: 122852

Place: Hyderabad
Dated: 30.05.2017

YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

BALALCE SHEET AS AT 31ST MARCH, 2017

Particular		Notes	AS at 31st March' 2017	AS at 31st March' 2016	AS at 31st March' 2015
A	**ASSETS**				
1	Non-Current Assets				
a)	Property, Plant and Equipment	1	463,485	371,381	1,453,797
b)	capital work-in-progress		0	0	0
f)	Financial Assets				
	(i) Investments	2	1,757,959,448	1,133,806,385	1,544,016,482
	(ii) Loans	3	859,808,495	869,348,495	176,284,495
g)	Deffered Tax Assets (net)	4	0	511,698	511,697
h)	Other Non-current Assets	5	16,647,999	16,647,999	16,647,999
Total Non-Current Assets			**2,634,879,427**	**2,020,685,958**	**1,738,914,470**
2	**Current Assets**				
a)	Inventories	6	3,116,050	5,951,920	0
b)	Financial Assets				
	(i) Trade Receivables	7	410,367,453	293,051,882	272,473,878
	(ii) Cash & Bank Balance	8	1,864,003	166,242	1,062,997
	(iii) Loans		0	0	0
	(iv) Others Financial Assets	9	4,399,364,637	4,533,790,771	4,823,886,282
c)	Other Current Assets	10	12,014,907	11,806,085	11,806,085
Total Current Assets			**4,826,727,050**	**4,844,766,900**	**5,109,229,242**
	Total Assets		**7,461,606,477**	**6,865,452,858**	**6,848,143,712**
B	**EQUITY & LIABILITIES**				
1	**Equity**				
a)	Equity Share Capital	11	6,280,489,250	6,280,489,250	6,280,489,250
b)	Other Equity	12	405,835,689	404,399,788	401,404,456
Equity Attributable to shareholders			0	0	0
2	**Non - Controlling Interest**		0	0	0
Total Equity			**6,686,324,939**	**6,684,889,038**	**6,681,893,706**
3	**Liabilities**				
	Non-Current Liabilities				
a)	Financial Liabilities				
	(i) Borrowings		0	0	0
	(ii) Other Finanacial Liabilities	13	7,575,000	12,250,000	17,525,000
b)	Deferred Payment Liabilites		0	0	0
d)	Long Term Provision		0	0	0
Total Non-current Liabilities			**7,575,000**	**12,250,000**	**17,525,000**
	Current Liabilities				
a)	Financial Liabilities				
	(i) Borrowings		0	0	0
	(ii) Trade Payables	14	68,368,821	54,969,220	39,366,236
	(iii) Other Finanacial Liabilities		0	0	0
b)	Other Current Liabilities	15	696,075,395	108,140,646	105,082,816
c)	Short Term Provisions	16	3,262,322	5,203,954	4,275,954
Total Current Liabilities			**767,706,538**	**168,313,820**	**148,725,006**
Total Equity and Liabilities			**7,461,606,477**	**6,865,452,858**	**6,848,143,712**

Significant Accounting Policies & Notes on Financial Statements 1 to 35

As per our report of even date attached

For CHIRAG C MEHTA & CO.
Chartered Accountants
FRN No: 132696W

For and on Behalf of the Board of Directors of
Yantra Natural Resources Limited

SD/-
Dhiresh U Munver
(Managing Director)
DIN : 02782239

SD/-
Sunil V Nagpal
(Director)
DIN : 06799707

Chirag C. Mehta
(Proprietor)
Membership No.122852

Place : Hyderabad
Date : 30/05/2017

YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

Statement of Profit and Loss for the year ended 31st March, 2017

Particul	Note	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Revenue from Operations			
I. Revenue from Sales	17	124,602,525	164,396,244
II. Other Revenue Income	18	(92,663)	101,514
III. Total Revenue from Operations		**124,509,862**	**164,497,758**
IV. Expenses:			
Purchase of Stock-in-Trade	19	115,244,634	161,441,110
Change in inventories of finished goods, work in progress		2,835,870	(5,951,920)
Employee benefit expense	20	1,174,850	1,048,824
Financial costs	21	29,033	79,478
Depreciation and amortization expense	22	203,596	1,082,416
Other expenses	23	2,379,521	2,872,518
Total Expenses		**121,867,504**	**160,572,426**
V. Profit before tax (III - IV)		**2,642,358**	**3,925,332**
VI. Tax expense:			
(1) Current tax		800,000	930,000
(2) Earlier Tax Expenses		406,458	0
(3) Deferred tax		0	0
XI. Profit(Loss) from the perid from continuing operations		**1,435,900**	**2,995,332**
XII. Other comprehensive income:		0	0
(i) Items that will not be reclassified to Statement of Profit and Loss		0	0
Statement of Profit and Loss		0	0
(iii) Items that will be reclassified to Statement of Profit and Loss		0	0
(iv) Income tax relating to items that will be reclassified to Statement of Profit and Loss		0	0
Total comprehensive income for the year		0	0
VII. Profit/(Loss) for the period (V - VI)		**1,435,900**	**2,995,332**
VIII. Earning per equity share:			
(1) Basic		0.000	0.000
(2) Diluted		0.000	0.000

Significant Accounting Policies & Notes on Financial Statements -1 to 35

As per our report of even date attached

For CHIRAG C MEHTA & CO.
Chartered Accountants
FRN No: 132696W

For and on Behalf of the Board of Directors of Yantra Natural Resources Limited

SD/-
Dhiresh U Munver
(Managing Director)
DIN : 02782239

SD/-
Sunil V Nagpal
(Director)
DIN : 06799707

Chirag C. Mehta
(Proprietor)
Membership No.122852

Place : Hyderabad
Date : 30/05/2017

YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

PARTICULARS		As at 31st March, 2017	As at 31st March, 2016
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax as per Statement of Profit & Loss		1,435,900	2,995,332
Adjustments for :			
(Profit) / Loss on Sale of Discard of Assets (Net)		0	0
Depreciation		203,596	1,082,416
Deffered Tax Assets		511,698	0
Interest Income		(158,425)	0
Finance Cost		29,033	79,478
Net / Loss Gain on Investments		251,088	(101,514)
Provision for Taxation		1,206,458	930,000
Operating Profit before working capital changes	**A**	**3,479,348**	**4,985,712**
Adjustments for :			
Loans & Advances		9,540,000	(693,064,000)
Inventories		2,835,870	(5,951,920)
Current Liabilites		601,334,350	18,660,817
Short term Provisions		(3,148,090)	(2,000)
Trade Receivables		(117,315,571)	(20,578,004)
Change in Working Capital	**B**	**493,246,559**	**(700,935,107)**
CASH FLOW FROM INVESTING ACTIVITIES			
Sales / (Purchase) of Invesment		(624,153,063)	410,210,097
Purchase of property, plant, and equipment		(295,700)	0
Profit on Sale of investment		(251,088)	101,514
NET CASH FROM INVESTING ACTIVITIES	**C**	**(624,699,851)**	**410,311,611**
CASH FLOW FROM FINANCING ACTIVITIES			
Interst Income		158,425	0
Finance Cost		(29,033)	(79,478)
Secured Loan received / (Repaid)		(4,675,000)	(5,275,000)
Unsecured Trade Loan received / (Repaid)		134,217,312	290,095,511
NET CASH FROM FINANCING ACTIVITIES	**D**	**129,671,704**	**284,741,033**
Net Increase in Cash & Cash Equivalent	**(A + B + C + D)**	**1,697,761**	**(896,755)**
Opening Cash & Cash Equivalent	**i**	**166,242**	**1,062,997**
Closing Cash & Cash Equivalent	**ii**	**1,864,003**	**166,242**
Net Increase in Cash & Cash Equivalent (ii - i)		**1,697,761**	**(896,755)**

This is the Cash Flow referred to in our report of even date

For CHIRAG C MEHTA & CO.
Chartered Accountants
FRN No: 132696W

For and on Behalf of the Board of Directors of
Yantra Natural Resources Limited

sd/-
Dhiresh U Munver
(Managing Director)
DIN : 02782239

sd/-
Sunil V Nagpal
(Director)
DIN : 06799707

Chirag C. Mehta
(Proprietor)
Membership No.122852

Place : Hyderabad
Date : 30/05/2017

YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR THE ENEDED 31ST MARCH 2017

A. EQUITY SHARE CAPITAL

Particulars	Balance at the beginning of the reporting period 1st April 2015	Changes in equity share capital during the year 2015-16	Balance at the end of the reporting period i.e. 31st March ,2016	Change in equity share capital during the year 2016-17	Balance at the end of reporting period i.e. 31 st March , 2017
1. Equity Share Capital	6280489250	0	6280489250	0	6280489250

B. OTHER EQUITY

	Equity Warrants	Reserves & Surplus			Other Comprehensive Income	Total
		Capital Reserve Account	Security Premium Reserve Account	Retained Earnings Accounts (Profit & Loss A/c)		
As on 31 March 2016						
Balance at the beginning of the reporting period 1st April 2015	3675000	4978125	385551250	7200081	0	401404456
Total Comprehensive Income for the year	0	0	0	2995332	0	2995332
Transfer to / (from) Equity Warrants	-3675000	3675000	0	0	0	0
Transfer to / (from) retained earnings	0	0	0	0	0	0
Balance at the end of the reporting period i.e. 31st March ,2016	**0**	**8653125**	**385551250**	**10195413**	**0**	**404399788**

As on 31 March 2017						
Balance at the beginning of the reporting period 1st April 2016	0	8653125	385551250	10195413	0	404399788
Total Comprehensive Income for the year	0	0	0	1435900	0	1435900
Transfer to / (from) retained earnings	0	0	0	0	0	0
Balance at the end of the reporting period i.e. 31st March ,2017	**0**	**8653125**	**385551250**	**11631313**	**0**	**405835688**

Significant Accounting Policies & Notes on Financial Statements 1 to 35

As per our report of even date attached

For CHIRAG C MEHTA & CO.
Chartered Accountants
FRN No: 132696W

Chirag C. Mehta
(Proprietor)
Membership No.122852

For and on Behalf of the Board of Directors of
Yantra Natural Resources Limited

sd/-
Dhiresh U Munver
(Managing Director)
DIN : 02782239

sd/-
Sunil V Nagpal
(Director)
DIN : 06799707

Place : Hyderabad
Date : 30/05/2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

A. CORPORATE INFORMATION

Yantra Natural Resources Limited ("the Company") is a listed entity incorporated in India.The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have beenmeasured at fair value amount:

i) Certain financial assets and liabilities (including derivative instruments),
The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2016, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP". These financial statements are the Company`s first Ind AS standalone financial statements.Company's financial statements are presented in Indian Rupees, which is also its functional currency.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Plant and equipment

Plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it isprobable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, areconsidered as pre - operative expenses and disclosed under

Capital Work - in - Progress. Depreciation on plant and equipment is provided using straight line method.Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

The residual values, useful lives and methods of depreciation of plant and equipment are reviewed at each financialyear end and adjusted prospectively, if appropriate.Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the netdisposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the assetis derecognised.

(b) Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulatedamortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directlyattributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it isprobable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposalproceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible assets to the extent of depreciable amount is, as follows:
Particular Depreciation
Technical know – how Over the useful life of the underlying assets
Computer Software Over a period of 5 years

(c) Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products arecharged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised

(d) Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as anadjustment to the interest cost. Borrowing costs that

are directly attributable to the acquisition or construction of qualifyingassets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of timeto get ready for its intended use.Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets isdeducted from the borrowing costs eligible for capitalisation.
All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(e) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, exceptin case of by-products which are valued at net realisable value. 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 the irrespective present location and condition.

Cost of raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

(f) Impairment of non-financial assets - Plant and equipment and intangible assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipmentand intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists therecoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible toestimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds itsrecoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in useis based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects currentmarket assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(g) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it isprobable that an outflow of resources

embodying economic benefits will be required to settle the obligation and a reliableestimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, whenappropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of timeis recognised as a finance cost.

(h) Employee Benefits Expense

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

(i) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except tothe extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognisedin other comprehensive income or equity.

- Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxationauthorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in thefinancial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which theliability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enactedby the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end ofeach reporting period.

(j) Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets andliabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reportingdate.

(k) Revenue recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to thebuyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effectivecontrol or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into accountcontractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods, services, service tax, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Interest income

Interest income from a financial asset is recognised using effective interest rate method.

Dividends

Revenue is recognised when the Company's right to receive the payment has been established.

(l) Financial instruments

i) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributableto the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit orloss, are adjusted to the fair value

on initial recognition. Purchase and sale of financial assets are recognised usingtrade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)
A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)
A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved byboth collecting contractual cash flows and selling financial assets and the contractual terms of the financialasset give rise on specified dates to cash flows that are solely payments of principal and interest on theprincipal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories is measured at FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit andLoss, except for those equity investments for which the Company has elected to present the value changes in'Other Comprehensive Income'.

ii) Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payablesmaturing within one year from the balance sheet date, the carrying amounts approximate fair value due to theshort maturity of these instruments.

C. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions thataffect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about theseassumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after takinginto account estimated residual value. Management reviews the estimated useful lives and residual values of the assetsannually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. Theuseful lives and residual values are based on the Company's historical experience with similar assets and take into accountanticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

b) Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provisionagainst those receivables are required. Factors considered include the credit rating of the counterparty, the amount and timingof anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can besubject to change. The carrying amounts of provisions and

liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless theasset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

e) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates.

The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based onCompany's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

D. FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from 1st April 2016 with comparatives being restated. Accordingly the impact oftransition has been provided in the Opening Reserves as at 1st April 2015. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

YANTRA NATURAL RESOURCES LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1 FIXED ASSETS

(Amount in ₹)

Name of Asset	Gross Block				Depreciation				Net Block	
	As at 01.04.2016	Additions	Deletions	As at 31.03.2017	As at 01.04.2016	For the Year	Deletions	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
A - Tangible Assets										
Plant & Machineries	21,202,351	0	0	**21,202,351**	21,167,707	34,644	0	**21,202,351**	0	34,644
Office Equipments	33,307	0	0	**33,307**	25,690	1,583	0	**27,273**	6,034	7,617
Furniture & Fixture	146,008	0	0	**146,008**	146,008	0	0	**146,008**	0	0
Computers & Printers	0	295,700	0	**295,700**	0	93,648	0	**93,648**	202,052	0
Electrical Fittings	1,164,640	0	0	**1,164,640**	835,520	73,721	0	**909,241**	255,399	329,120
Current Year	**22,546,306**	**295,700**	**0**	**22,842,006**	**22,174,925**	**203,596**	**0**	**22,378,521**	**463,485**	**371,381**
Previous Year	**22,546,306**	**0**	**0**	**22,546,306**	**21,092,509**	**1,082,416**	**0**	**22,174,925**	**371,381**	**1,453,797**

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

2 NON CURRENT INVESTMENTS

(Amount in ₹)

Particular	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
Trade Investment (Valued at cost unless stated otherwise	**No. of Shares / Debentures**	**Amount**	**No. of Shares / Debentures**	**Amount**		
A. Investment in Shares - Quoted						
Atlanta Infrastructures and Finance Limited (Equity Share of Rs. 10/- each)	0	0	238000	2,969,537	238000	2,969,537
Mahan Industries Ltd (Equity Share of Rs. 10/- each)	0	0	140000	127,400	140000	127,400
Merit Credit Corporation Ltd (Equity Share of Rs. 10/- each)	0	0	200000	20,000,000	200000	20,000,000
Sanguine Media Limited- Shares (Equity Share of Rs. 1/- each)	0	0	54000000	54,000,000	54000000	54,000,000
Amrapali Fincap Limited (Equity Share of Rs. 10/- each)	200000	20,000,000	1,405,000	140,500,000		
Aadhaar Ventures India Limited (Equity Share of Rs. 1/- each)		0		0	0	30,638,023
Dhanus Technologies Limited (Equity Share of Rs. /- each)		0		0	500000	339,010
Empower India Limited (Equity Share of Rs. 1/- each)		0		0	999625	249,906
Interworld Digital Limited (Equity Share of Rs. 1/- each)		0		0	65000	68,250
Jayant Mercantile Co. Limited (Equity Share of Rs. 1/- each)		0		0	47200	1,389,718
Nivedita Mercantile & Financing Limited (Equity Share of Rs. 10/- each)		0		0	76419	7,641,900
Share Application Money Paid						
Aadhaar Ventures India Limited		0		0		192,150,000
B. Investment in Debentures						
Investment In Debentures		350,000,000		0		0
C. Investment in Shares - Unquoted Share (As per list attached)		1,387,959,448		916,209,448		1,234,442,738
Total		**1,757,959,448**		**1,133,806,385**		**1,544,016,482**

3 LONG TERM LOANS AND ADVANCES

(Amount in ₹) (Amount in ₹)

Particular	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Loans and Advances	6,034,495	6,034,495	6,034,495
Advance against Purchase	851,424,000	855,764,000	162,700,000
Advance for Capital Assets	2,350,000	7,550,000	7,550,000
Total	**859,808,495**	**869,348,495**	**176,284,495**

4 DEFFERED TAX ASSETS (NET)

(Amount in ₹) (Amount in ₹)

Particular	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Depreciation as per Books	203,596	1,082,416	1,090,026
Depreciation as per Income Tax	292,757	292,757	341,796
Difference	**(89,161)**	789,659	748,230
Current Year Provision	(511,698)	0	0
Add : Opening Balance	511,698	511,698	511,697
Balance C/F	**0**	**511,698**	**511,697**

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

5 OTHER NON CURRENT ASSETS

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Preliminery Expenses	16,647,999	16,647,999	16647999
Total	**16,647,999**	**16,647,999**	**16,647,999**

6 INVENTORY

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Stock in Hand	3,116,050	5,951,920	0
Total	**3,116,050**	**5,951,920**	**0**

7 TRADE RECEIVABLES

Particular	As at 31st March, 2017 (Amount in ₹)		As at 31st March, 2016 (Amount in ₹)		As at 31st March, 2015 (Amount in ₹)	
(Unsecured but considered good0						
Outstaning Over six months	315,444,103		279,595,032		272,473,878	
Others -Trades Receivable	94,923,350	410,367,453	13,456,850	293,051,882	0	272,473,878
Total		**410,367,453**		**293,051,882**		**272,473,878**

8 CASH & CASH EQUIVALENTS

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Cash on Hand	468,105	41,273	573,908
Bank balance with current accounts	1,395,898	124,969	489,089
Total	**1,864,003**	**166,242**	**1,062,997**

8.1 Cash and Cash Equivalents includes deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.
8.2 Please refer note 33 for details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016.

9 SHORT TERM LOANS & ADVANCES

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
ADVANCES			
Advance for Assets	2,266,367,361	2,584,100,343	2779745334
Trade Advances	2,132,997,276	1,949,690,428	2044140948
Total	**4,399,364,637**	**4,533,790,771**	**4,823,886,282**

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

10 OTHER CURRENT ASSETS

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Deposit - Others	330,025	330,025	330025
Prepaid Income Tax	2,845,213	2,636,391	2636391
Deposit - ED	8,839,669	8,839,669	8839669
Total	**12,014,907**	**11,806,085**	**11,806,085**

11 SHARE CAPITAL

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
AUTHORISED SHARE CAPITAL			
6500000000 (previous year 6500000000) Equity Shares of ₹ 1/- each	6,500,000,000	6,500,000,000	6,500,000,000
	6,500,000,000	6,500,000,000	6,500,000,000
11.1 ISSUED, SUBSCRIBED AND PAID UP			
6280489250 (previous year 6280489250) equity shares of ₹ 1/- each fully paid up *	6,280,489,250	6,280,489,250	6,280,489,250
Total	**6,280,489,250**	**6,280,489,250**	**6,280,489,250**

11.2 Reconciliation of the shares / warrants outstanding

i. Equity shares

Particular	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Number of Share	Amount in ₹	Number of Share	Amount in ₹	Number of Share	Amount in ₹
i. At the beginning of the period	6280489250	6,280,489,250	6280489250	6,280,489,250	6280489250	6,280,489,250
ii. Bonus Share Issued during the period	0	0	0	0	0	0
Outstanding at the end of the period	**6280489250**	**6,280,489,250**	**6280489250**	**6,280,489,250**	**6280489250**	**6,280,489,250**

11.3 * Issued and paid up capital includes 448,60,63,750 No of shares issued as bonus shares during last five years

11.4 Terms/Rights attached to equity shares

i) The Company has only one class of share capital,i.e.equity shares having face value of Re.1/- per share. Each holder of equity share is entiltled to one vote per share, The equity shareholders are entitled to receive dividends as and when declared.

ii) In the event of liquidation of the Company,the holders of equity shares will be entiteld to receive remaining assets of the Company,after distribution of all prefrencial amounts.The distribution will be in proportion to the no.of equity shares held by the shareholder.

11.5 Shareholders holding more than 5% of equity shares as at the end of the year:

Name of the shareholders	As at 31-03-2017		As at 31-03-2016		As at 31-03-2015	
	Number of shares	Shareholding %	Number of shares	Shareholding %	Number of shares	Shareholding %
Harrods Construction Private Limited	-	-	-	-	406,875,000	6.48%
Gill Entertainment Private Limited	398,125,000	6.34%	-	-	358,125,000	5.70%
Krystalklear Properties Private Limited	-	-	-	-	393,750,000	6.27%
Snehil Real Estate Pvt Ltd	393,750,000	6.27%	393,750,000	6.27%	393,750,000	6.27%
Sounthmint Real Estate Pvt Ltd	385,000,000	6.13%	385,000,000	6.13%	385,000,000	6.13%
Rosewood Vintrade Pvt Ltd	345,975,000	5.51%	345,975,000	5.51%	345,975,000	5.51%
Adamina Traders Private Limited	470,319,726	7.49%	470,319,726	7.49%	-	-
Parkway Properties Private Limited	1,612,558	0.03%	334,737,558	5.33%	-	-

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

12 RESERVES & SURPLUS

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
A. Capital Reserve Account			
- Balance at beginning of the year	8,653,125	8,653,125	4,978,125
Add:- Addition on Forfeiture of Warrents application Money	0	0	3,675,000
Balance at the end of the year	**8,653,125**	**8,653,125**	**8,653,125**
B. Security Premium Account			
- Balance at beginning of the year	385,551,250	385,551,250	385,551,250
Add:- Additions during the Year	0	0	0
Less: Capitalisation for issue of Bonus Shares	0	0	0
Balance at the end of the year	**385,551,250**	**385,551,250**	**385,551,250**
C. Statement of Profit & Loss A/c			
Balance as per the last financial statements	10,195,414	7,200,081	3,759,563
the statement of profit and loss	1,435,900	2,995,332	3,440,518
Closing Balance	**11,631,314**	**10,195,413**	**7,200,081**
Total Reserves and Surplus (A+B+C)	**405,835,689**	**404,399,788**	**401,404,456**

13 OTHER LONG TERM LIABILITIES

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Trade Advances	7,575,000	12,250,000	17,525,000
Total	**7,575,000**	**12,250,000**	**17,525,000**

14 TRADE PAYABLE

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Trades Creditors	68,368,821	54,969,220	39,366,236
Total	**68,368,821**	**54,969,220**	**39,366,236**

* The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority) under the Micro, Small and Medium Enterprises Development Act, 2006 claiming their status as on 31st March 2017 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

15 OTHER CURRENT LIABILITIES

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Creditors for Expenses	22,121,345	25,094,996	23,118,816
Advance from Customer	673,954,050	83,045,650	81,964,000
Total	**696,075,395**	**108,140,646**	**105,082,816**

16 SHORT TERM PROVISIONS

Particular	As at 31st March, 2017 (Amount in ₹)	As at 31st March, 2016 (Amount in ₹)	As at 31st March, 2015 (Amount in ₹)
Provision for Expenses *	20,000	20,000	20,000
Statutory Provisions	3,242,322	5,183,954	4,255,954
Total	**3,262,322**	**5,203,954**	**4,275,954**

* The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

17 REVENUE FROM OPERATION

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Trading	124,602,525	164,396,244
Total	**124,602,525**	**164,396,244**

18 OTHER INCOME

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Interest Income	158,425	0
Capital Gain/Loss	(251,088)	101,514
Total	**(92,663)**	**101,514**

19 PURCHASE OF STOCK IN TRADE

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Purchase Account	115,244,634	161,441,110
Total	**115,244,634**	**161,441,110**

20 EMPLOYEE BENEFIT EXPENSES

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Staff Welfare	4,850	6,324
Staff Salary	1,170,000	1,042,500
Total	**1,174,850**	**1,048,824**

21 FINANCIAL COST

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Bank & Other Financial Charges	29,033	79,478
Interest Paid on Income Tax	0	0
Total	**29,033**	**79,478**

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

22 DEPRECIATION AND AMORTIZATION EXPENSES

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Deprecition	203,596	1,082,416
Total	**203,596**	**1,082,416**

23 OTHER EXPENSES

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Listing Fees	939,824	801,583
Advertisement Expenses	3,450	2,575
AGM Expenses	5,360	6,742
Auditors Remunerations	35,000	35,000
Conveyance Expenses	35,714	72,785
Office Expenses	983,775	1,340,619
Website Expenses	3,750	2,750
Electricity Expenses	21,224	25,850
Maintanance Charges	18,320	16,900
Office Rent	178,675	289,622
Postage & Telegrams/ Telephone/ Mobile exp	27,485	33,609
Printing & Stationery	18,244	55,383
Professional & Legal Expenses	26,000	133,500
Legal Filling Fees & Charges	2,700	600
Contribution towards Corporate Social Responsibility	80,000	55,000
Total	**2,379,521**	**2,872,518**

24 Earning Per Shares

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Net Profit After taxation	1,435,900	2,995,332
Weighted Average number of Equity Shares	6,280,489,250	6,280,489,250
Add: Dilutive Potential Equity Shares	0	0
Number of Equity Shares for Dilutive EPS	6,280,489,250	6,280,489,250
Nominal Valure of Shares	1	1
Basic Earning Per Share	0.000	0.000
Diluted Earning Per Share	0.000	0.000

25 Contingent Liabilities & Comments

The Income -Tax Assessments of the Company have been completed up to Assessment Year 2014-15. The total outstanding demand upto Assessment Year 2014-15 is ₹ 1.24 crore as on date (i.e 31st March 2017). Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

26 Employment Benefits

Provision for Gratuity, Leave Encashment and bonus has not been made as none of the employee have completed the minimum qualified period of services.

27 Auditors Remuneration

(Amount in ₹)

Particular	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Audit Fees	25,000	25,000
Tax Audit Fees	10,000	10,000
	35,000	**35,000**

28 Segment Reporting

The Company has only one segment of activity of business of Trading of Textile Products, during the year, hance segment wise reporting as defined in accounting standard 17 is not applicable.

29 Related Party Transaction

a) Key Managerial Person

Dhiresh Uttamchand Munver	Managing Director
Rajendra Pal Singla	Director
Harshpal Singh	Director
Girish Kumar Aggarwal	Director (Regined on 25/02/2017)
Vijay H Devlekar	Director (Regined on 25/02/2017)
Devendra Bhimanna Madesh	Director (Regined on 25/02/2017)
Srikanth Ginjupalli	Director (Regined on 25/02/2017)
Reshma Rajesh Malagavakar	Additional Director
Sunil Vishindas Nagpal	Director
Aruna Fakira Jaware	Director (Appointed as on 25/02/2017)
Gautam Kalu Mohite	Director (Appointed as on 25/02/2017)
Rahul Sudhakar Ahire	Director (Appointed as on 25/02/2017)

30 CSR Activity

As per the Companies Act, 2013, all companies having a net woth of Rs. 500 crore or more, or a turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constiture a CSR Committee of the Board of Director comprising three director. All such companies are requaired to spend at least 2% of the average net profit of their three immediately preceding financial years on CSR-related activities. Accordingly, the Company was required to spend Rs. 0.80 Lac towards CSR activities.

31 Balances in the accounts of debtors, creditors and con-tracts and contractors, certain Bank Accounts are taken subject to confirmation and reconciliation and only upon such confirmation and reconciliation, the entries for discounts, claims and writing off sundry balances etc. will be recorded in the books.

32 In the absence of detailed information from Small Scale and Ancillary Undertaking, included under the head Sundry Creditors dues there from are not ascertained as on the date of Balance Sheet.

YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

33 Details of Specified Bank Notes (SBN) Held and Transacted during the Period 08/11/2016 to 30/12/ 2016 as under

Particulars	**SBNs**	**Other Denomi-nation Notes**	**Total**
Closing Cash in hand as on 08/11/2016	0	417640	**417640**
(+) Permitted receipts	0	156000	**156000**
(-) Permitted payments	0	76014	**76014**
(-) Amount deposited in Banks	0	0	**0**
Closing cash in hand as on 30.12.2016			**497626**

34 The previous year figures have been regrouped, rearranged wherever necessary.

As per our report of even date attached

For CHIRAG C MEHTA & CO.
Chartered Accountants
FRN No: 132696W

For and on Behalf of the Board of Directors of
Yantra Natural Resources Limited

Chirag C. Mehta
(Proprietor)
Membership No.122852

Dhiresh U Munver
(Managing Director)

Sunil V Nagpal
(Director)

Place : Hyderabad
Date : 30/05/2017

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company to be held on Saturday, 30th September, 2017 at 12.00 p.m. at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: Members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

FORM NO MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: **YANTRA NATURAL RESOURCES LIMITED**
Regd. Office: Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1)Name……..... Address……....
Email ID ……..... Signature……..... or failing him/her

(2)Name…….....Address……....
Email ID ……..... Signature……..... or failing him/her

(3)Name…….....Address……....
Email ID……..... Signature…….....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 30th September, 2017 at 12.00 p.m. at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Items**	**For (Assent)**	**Against (Dissent)**
Ordinary Business			
1	To adopt the Audited Balance sheet & Profit & Loss for the FY 2016-17.		
2	Ratification of appointment of **M/s. Chirag Mehta & Co**, Chartered Accountant as Statutory Auditor of the Company.		
Special Business			
3	To Regularize appointment of **Gautam Kalu Mohite** as Independent Director of the Company		

4	To Regularize **Aruna Fakira Jawale** as Independent Director of the Company		
5	To re-designate **Rahul Sudhakar Ahire** as a Non-Independent Director of the Company, liable to retire by Rotation		

Signed this _____ day of _____ 2017.

Affix Revenue Stamp Re 1/-

Signature of the Shareholder ……
Signature of Proxy holder(s) ……

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Form No. MGT-12
Ballot Form
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014*]*

Name of Company: **YANTRA NATURAL RESOURCES LIMITED**
Registered Office: Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana

1	Name of the First Named Shareholder (In block letters)	:	
2	Name of the Joint Holder(s) if any	:	
3	Registered address of the sole/first named Shareholder	:	
4	Registered Folio No/ DP No/ Client ID No.	:	
5	Class of shares & No. of shares held	:	

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	**Items**	**No. of shares**	**I/We assent to the Resolution**	**I/We dissent to the Resolution**
Ordinary Business				
1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2016-17.			
2.	Ratification of appointment of **M/s. Chirag Mehta & Co**, Chartered Accountant as Statutory Auditor of the Company.			
Special Business				
3.	To Regularize **Gautam Kalu Mohite** as Independent Director of the Company			
4.	To Regularize **Aruna Fakira Jawale** as Independent Director of the Company			
5.	To re-designate **Rahul Sudhakar Ahire** as a Non-Independent Director of the Company, liable to retire by rotation			

Place:
Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

INSTRUCTIONS

1. General Instructions:

a. There will be one Ballot Form/remote e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.

b. Members have option to vote either through Ballot Form or through remote e-voting. If a member has opted for Physical Ballot, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.

c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

d. The Scrutinizer's decision on the validity of a Ballot/remote e-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Mr. Rakesh Kapur, a Practicing Company Secretary, at 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.

b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.

d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.

e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (□) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.

f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Friday, 29th September, 2017. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.

h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.

i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.

j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.

k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for Remote E-Voting:

a. In case of members receiving the Ballot Form by Post:
User ID and initial password is provided at the bottom of the Ballot Form.

b. If you are already registered with NSDL for remote e-voting then you can use existing user ID and password for Login to cast your vote.

c. In case of any queries, remote e-voting user manual for shareholders available at the Downloads section on NSDL remote e-voting website: www.evoting.nsdl.com can also send your queries/ grievances relating to remote e-voting to the e-mail ID:-evoting@nsdl.co.in.

d. The period for remote e-voting starts on Wednesday, 27th September, 2017 at 9.00 a.m. and ends on Friday, 29th September, 2017 at 5.00 p.m.

e. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 29th September, 2017 at 5.00 P.M.

If Undelivered Please Return to:

Gulshan-E-Khalil, 1st Floor Part B, Beside
A.P. Police Officers Mess Masabtank
Hyderabad – 500028, Telangana
Tel No:- 040 – 40119926
E-Mail Id:- yantranrltd@gmail.com