

A decorative graphic on the right side of the page features three green circles of varying sizes, each containing three concentric white circles. These circles are connected by thin, light blue lines that extend from the top left towards the bottom right. The largest circle is at the top, a medium one in the middle, and the smallest one at the bottom right.

# **Yantra Natural Resources Limited**

**Annual Report – 2013 - 2014**

CIN:- L14297AP1988PLC074808

**COMPANY INFORMATION****BOARD OF DIRECTOR**

Mr. Dhires Munver	:	Managing Director & Compliance Officer
Mr. Devendra Madesh	:	Non Executive & Independent Director
Mr. Srikanth Gijupalli	:	Non Executive & Independent Director & Chairman
Mr. Vijay Devlekar	:	Non - Executive Independent Director
Mr. Girish Kumar Aggarwal	:	Non-Executive Director
Mr. Rajinder Pal Singla	:	Executive Director
Mr. Sunil Nagpal	:	Non-Executive Independent Director (appointed i.e. 31/07/2014)
Mr. Rajeev Kumar Satpal	:	Non-Executive Independent Director (resigned i.e. 10/12/2013)
Mr. Harishchandra Patade	:	Non-Executive Additional Director (appointed i.e. 10/12/2013 resigned i.e. 31/07/2014)
Mr. Sitaram Mangla	:	Whole Time Director (resigned i.e. 10/12/2013)
Mr. Omprakash Chugh	:	Non-Executive Independent Director (resigned i.e. 01/06/2013)

**BOARD COMMITTEES:****Audit Committee**

Mr. Devendra Madesh	:	Chairman
Mr. Dhires Munver	:	Member
Mr. Srikanth Gijupalli	:	Member
Mr. Rajinder Pal Singla	:	Member
Mr. Omprakash Chugh (resigned on 01/06/2013)	:	Member
Mr. Rajeev Kumar Satpal (resigned on 10/12/2013)	:	Member
Mr. Harishchandra Patade (from 10/12/2013 till 31/7/2014)	:	Member

**Investor Grievance Committee**

Mr. Rajeev Kumar Satpal(till 10/12/2013)	:	Chairman
Mr. Harishchandra Patade (from 10/12/2013 till 31/07/2014)	:	Chairman
Mr. Vijay Devlekar	:	Member
Mr. Srikanth Gijupalli	:	Member
Mr. Sitaram Mangla (till 10/12/2013)	:	Member

**Remuneration Committee**

Mr. Srikanth Gijupalli	:	Chairman
Mr. Devendra Madesh	:	Member
Mr. Girish Kumar Aggarwal	:	Member
Mr. Rajinder Pal Singla	:	Member
Mr. Dhires Munver	:	Member

**Compliance Officer:**

Mr. Dhires Munver (Managing Director)  
House No. 1-2-29/45/A4, First Floor,  
Nandamuri Nagar Lane, Nizampet Road,  
Hydernagar, Kukutpally Municipality,  
Hyderabad, Andhra Pradesh - 500072  
Tel No:- 040 - 40281278  
E-Mail ID:- [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com)

**Registered Office:**

House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane,  
Nizampet Road, Hydernagar, Kukutpally Municipality,  
Hyderabad, Andhra Pradesh - 500072  
Tel No:- 040 – 40281278, E-Mail ID:- [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com)

**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](mailto:busicomp@vsnl.com)  
Website:- [www.purvashare.com](http://www.purvashare.com)  
Tel: - 022-23016761/8261, Fax:-022 23012517.

**BANKERS:****ING Vysya Bank Limited**

A-Wing, Ground Floor, Nariman Point, Mumbai- 400021.  
**Yes Bank**  
Fort, Mumbai – 400001.

**Listed at:**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001.

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## **NOTICE**

Notice is hereby given that the Annual General Meeting of Yantra Natural Resources Limited (formerly known as Shri Ganesh Spinners Limited) for the year 2013-14 will be held at Registered Office of the Company situated at House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072, on Saturday 27th September, 2014 at 10.00 a.m., to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, 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 and applicable provisions, if any, of the Companies Act, 2013 Mr. Chirag Mehta, Chartered Accountant, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the annual general meeting to be scheduled in 2019 subject to ratification at each year AGM and to fix remuneration as agreed between them and Company for the year 2014-15.”

### **SPECIAL BUSINESS**

3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Devendra Madesh (DIN – 02828758), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Srikanth Ginjupalli (DIN – 03264640), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.
5. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vijay Devlekar (DIN – 02636811), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

6. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:  
**“RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Girish Kumar Aggarwal (DIN – 00457968), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sunil Vishindas Nagpal (DIN - 06799707), who was appointed as an Additional Director on 31st July, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and 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 and is hereby appointed as an Independent Director of the Company up to 31st July, 2019, not liable to retire by rotation.

By Order of the Board  
 For Yantra Natural Resources Limited  
 (Formerly known as Shri Ganesh Spinners Limited)

Place: Hyderabad.  
 Date: August 26, 2014

SD/-  
 Dhires Munver  
 Managing Director  
 DIN – 02782239

**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.
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. All Documents referred to in the accompanying Notice are open 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 25<sup>th</sup> September, 2014 to 27<sup>th</sup> September, 2014 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent the details of any address 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 dematerialize 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 circular nos. 17/2011 and 18/2011 dated 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 2014 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 2014 is being sent in the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.yantranaturaltd.com](http://www.yantranaturaltd.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
15. 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.
  16. In terms of Clause 35B of the Listing Agreement, 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, 3<sup>rd</sup> 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 Wednesday, September 24, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
  17. Members can request for a Ballot Form at Yantra Natural Resources Limited, House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad, Andhra Pradesh – 500072 or they may also address their request through E-mail to: yantranrltd@gmail.com, Contact No 040 - 40281278.
  18. The E-voting period for all items of business contained in this Notice shall commence from Monday the 22<sup>nd</sup> September, 2014 at 9.00 a.m. and will end on Tuesday, the 23<sup>rd</sup> September, 2014 at 6.00 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 August 26, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 August 26, 2014.
  19. Mr. Rakesh Kapur, Practicing Company Secretaries (Membership No. FCS 3863) an 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.
  20. 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.
  21. 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.

22. Voting through electronic means;

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) for the year 2013-14 by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The E-Voting Particulars are set out below:

EVSN (E-Voting Sequence)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
140923003	Refer Point No. (iii) of E-Voting			

The instructions for e-voting are as under:

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **Yantra Natural Resources Limited** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Monday the 22<sup>nd</sup> September, 2014 at 9.00 a.m. and ends on Monday, the 23<sup>rd</sup> September, 2014 at 6.00 p.m. During this period shareholders’ of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date (record date) of August 26, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board  
For Yantra Natural Resources Limited  
(Formerly known as Shri Ganesh Spinners Limited)

Place: Hyderabad.  
Date: August 26, 2014

Sd/-  
Dhires Munver  
Managing Director  
DIN – 02782239

### **Explanatory Statement**

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 the item 3 to 7 the accompanying Notice dated 26<sup>th</sup> August, 2014.

#### **Item No. 3, 4, 5 & 6**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Devendra Madesh, Mr. Srikanth Ginjupalli, Mr. Vijay H Devlekar & Mr. Girish Kumar Aggarwal as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The tenure of the Independent Director will be for a period of 5 years.

The Board has recommended the appointment of these directors as Independent Directors in accordance with the provisions of sec. 149 of the Companies Act, 2013 to hold office for a term up to 5 consecutive years (for a period up to March 31, 2019) on the Board of Directors of the Company.

The Company has received Notices in writing from Members along with the requisite deposits in accordance with sec. 160 of the Companies Act, 2013, proposing the candidature of Mr. Devendra Madesh, Mr. Srikanth Ginjupalli, Mr. Vijay H Devlekar & Mr. Girish Kumar Aggarwal as Independent Director. Mr. Devendra Madesh, Mr. Srikanth Ginjupalli, Mr. Vijay H Devlekar & Mr. Girish Kumar Aggarwal, Non-Executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

<b><u>Mr. Devendra Madesh</u></b>	
Fathers Name	Mr. Bhimanna Madesh
Date of Birth	13/11/1975
Date of Appointment	04/09/2010
Designation	Non-Executive Independent Director
Directorships in other Public Limited Companies	NIL
Expertise in Specific Functional Area	Finance & Operations Management
Year of Experience	12 years
Qualifications	B.Com
Member / Chairman of the Committee	Audit Committee – Chairman, Remuneration Committee – Member
No. of Shares held in own Name or in the name of relatives	NIL
<b><u>Mr. Vijay Devlekar</u></b>	
Fathers Name	Mr. Harishchandra Narayan Devlekar
Date of Birth	05/05/1966
Date of Appointment	19/12/2009
Designation	Non-Executive Independent Director
Directorships in other Public Limited Companies	NIL
Expertise in Specific Functional Area	Administration
Year of Experience	16 Years
Qualifications	B.A
Member / Chairman of the Committee	Shareholders / Investors Grievance Committee - Member
No. of Shares held in own Name or in the name of relatives	NIL
<b><u>Mr. Srikanth Ginjupalli</u></b>	
Fathers Name	Mr. Nageswara Rao Ginjopalli
Date of Birth	14/02/1985
Date of Appointment	04/09/2010
Designation	Non-Executive Independent Director
Directorships in other Public Limited Companies	NIL
Expertise in Specific Functional Area	Information Technology
Year of Experience	6 Years
Qualifications	B.sc.
Member / Chairman of the Committee	Audit Committee – Member Shareholders / Investors Grievance Committee – Member Remuneration Committee – Chairman
No. of Shares held in own Name or in the name of relatives	NIL
<b><u>Mr. Girish Kumar Aggarwal</u></b>	
Fathers Name	Mr. Jagana Nath Aggarwal
Date of Birth	05/04/1972
Date of Appointment	12/01/1995
Designation	Non-Executive Independent Director
Directorships in other Public Limited Companies	NIL
Year of Experience	14 Years
Qualifications	B.Com
Member / Chairman of the Committee	Remuneration Committee – Member
No. of Shares held in own Name or in the name of relatives	NIL

Mr. Devendra Madesh, Mr. Srikanth Ginjupalli, Mr. Vijay H Devlekar, Mr. Girish Kumar Aggarwal, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3, 4, 5 & 6 of the accompanying Notice relating to their own appointment. None of the other Directors, key managerial personnel or their relatives is concerned or interested in these items of business.

The Board recommends the resolution set forth in Item Nos. 3, 4, 5 & 6 for the approval of the members.

#### **Item No. 7**

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sunil Vishindas Nagpal, as an Additional Director of the Company with effect from 31<sup>st</sup> July, 2014.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mr. Sunil V Nagpal 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 Mr. Sunil V Nagpal for the office of Director of the Company.

Mr. Sunil V Nagpal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

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 Mr. Sunil V Nagpal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sunil V Nagpal possesses appropriate skills, experience and knowledge.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sunil V Nagpal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sunil V Nagpal as an 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 Mr. Sunil V Nagpal as an 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.

Mr. Sunil V Nagpal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not on the board of any other Company. He is not related to any of the Directors on the Board of the Company.

<b>Mr. Sunil V. Nagpal</b>	
Fathers Name	Mr. Vishindas Nevandram Nagpal
Date of Birth	09/08/1968
Date of Appointment	12/01/1995
Designation	Non-Executive Independent Director
Directorships in other Public Limited Companies	NIL
Year of Experience	18 Years
Qualifications	B.Com
Member / Chairman of the Committee	-
No. of Shares held in own Name or in the name of relatives	NIL

Except Mr. Sunil V Nagpal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## **DIRECTOR'S 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 31<sup>st</sup> March, 2014.

### **FINANCIAL RESULTS**

The financial performance of your Company for the year ended March 31, 2014 is summarized below:

(Rupees in Lacs)

<b>Particulars</b>	<b>2013-2014</b>	<b>2012-2013</b>
Sales	3379.01	11986.11
Other Income	37.05	21.18
Total Income	3416.06	12007.29
Total Expenses	3386.47	12003.82
Profit/(Loss)Before Tax	29.59	3.47
Tax	-	-
Current Tax	8.00	1.65
Deferred Tax	-	(1.94)
Net Profit After Tax	21.59	3.76

The year was extremely challenging for the Company. Although the volumes has decreased, but Company has been able to generate more profit i.e. of Rs. 21.59 lacs (previous years Rs. 3.76 lacs), due to cost control, better product mix & efficient management.

### **FUTURE OUTLOOK:**

Your Company is currently focusing its resources in the business segments of shares & securities. The Company is also trying to venture into profitable activities during the year, so as to have maximized return of its capital.

### **DIVIDEND:**

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

### **SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

### **ACCEPTANCE OF FIXED DEPOSITIS:**

The Company has not accepted any Fixed Deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

**CHANGE IN THE CAPITAL STRUCTURE OF THE COMPANY:**

During the year warrant holders have exercised their rights by subscribing to the balance amount & hence Company has converted 124,51,00,000 warrants into equity shares of Re. 1/- each at a premium of Rs. 2/- per share on 27<sup>th</sup> January, 2014.

The Company has also issued bonus shares to such warrant holders in the ratio of 5:2 per share held. The Company has allotted 311,27,50,000 equity shares on 27<sup>th</sup> January, 2014 as bonus shares. All the above mentioned shares were allotted to Non-Promoter category. The Paid-up capital of the Company is 6280489250 equity shares of Re. 1/- each, whereas last year it was 1922639250 equity shares of Re. 1/- each.

**AUDITORS:**

The Statutory Auditors, Mr. Chirag Mehta, Chartered Accountants, had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re- appointment and his willingness for re- appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re- appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, Mr. Chirag Mehta, Chartered Accountants, is eligible to hold the office for a period of Five years up to 2019.

The members are therefore requested to appoint Mr. Chirag Mehta, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the annual general meeting to be scheduled in 2019 subject to ratification at each year AGM and to fix their remuneration for the year 2014-15.

**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 217 of the Companies Act, 1956.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- i. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 31<sup>st</sup> March, 2014.

- 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, 1956 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.  
And
- 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. That there no contracts or arrangement with related parties referred to in sub-section (1) of section 188.

**CORPORATE GOVERNANCE:**

As per clause 49 of the listing agreement with stock exchanges, a separate section on Corporate Governance forms part of the Annual Report.

A certificate from the Auditors of your Company regarding compliance of conditions of Corporate Governance, as stipulated under clause 49 of the Listing Agreement and a declaration by the Executive Director with regard to Code of Conduct is attached to the Report on Corporate Governance.

**MANAGING DIRECTOR'S CERTIFICATE:**

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

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming 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 217(1)(e) of the Companies Act, 1956 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.

**PARTICULARS OF EMPLOYEES:**

None of the employees of the Company is in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

**DIRECTORS:**

During the year Mr. Harishchandra Dhakatu Patade was appointed as Director w.e.f. 10<sup>th</sup> December, 2013 & he resigned on 31<sup>st</sup> July, 2014. Mr. Rajeev Kumar Satpal and Mr. Sita Ram Mangla have resigned as Directors of the Company i.e. 10<sup>th</sup> December, 2013. Mr. Sunil Vishindas Nagpal was appointed as Additional Director of the Company i.e. 31<sup>st</sup> July, 2014.

The Board places on records its deep appreciation and respect for the valuable advice and guidance received from Mr. Rajeev Kumar Satpal, Mr. Sita Ram Mangla and Mr. Harishchandra Dhakatu Patade during their tenure as Directors of the Company.

**ACKNOWLEDGEMENT:**

Yours 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.

We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board  
For Yantra Natural Resources Limited  
(Formerly known as Shri Ganesh Spinners Limited)

Place: Hyderabad.  
Date: August 26, 2014

SD/-  
Dhires Munver  
Managing Director  
DIN – 02782239



## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS**

### **COMPANY'S POSITION:**

The operation of the company during majority of the year was mainly centered in Finance Business and Share Trading. The company was dealing in acquiring, selling, subscribing, transferring, holding, disposing, and otherwise dealing and investing in shares, securities, movables, etc.

The Company, being into finance and investment activity, the impact of movement of stock markets affects its volatility. India's inflation rates remain at an all-time high despite various economic and other measures been taken by the Government and RBI from time to time to curb the same.

### **OPPORTUNITIES AND THREAT**

The Indian money market is "a market for short-term and Long term funds with maturity ranging from overnight to one year and includes financial instruments that are deemed to be close substitutes of money It is diversified and has evolved through many stages, from the conventional platform of treasury bills and call money to commercial paper, certificates of deposit, repos, FRAs and IRS more recently.

The Indian money market consists of diverse sub-markets, each dealing in a particular type of short-term credit. The money market fulfills the borrowing and investment requirements of providers and users of short-term funds, and balances the demand for and supply of short-term funds by providing an equilibrium mechanism.

In 2013, equity markets remained tame due to slowing economy, bonds lost value as interest rates rose and physical assets such as real estate and gold also started feeling the effect of economic slowdown.

### **OUTLOOK:**

A significant portion of the Company's income arises from investment and trading operation, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like inflation, domestic saving, surging portfolio investments into India etc. the unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India.

The growth in the sector is very good and Management expects better results in forth coming year. The Company is exploring various options to improve margins of the Company, by having tight control on expenses & exploring various business activities

### **RISK & CONCERNS**

Many developing countries including India have reaped handsome rewards from surging capital inflows in recent years. This is widely regarded as a very welcome phenomenon, raising levels of investment and encouraging economic growth. But surging capital inflows can also be something of a double-edged sword, inflicting rather less welcome and destabilizing side effects, including a tendency for the local currency to gain in value, undermining the competitiveness of export industries, and potentially giving rise to inflation. Capital inflows result in a buildup of foreign exchange reserves. As these reserves are used to buy domestic currency, the domestic monetary base expands without a corresponding increase in production: too much money begins to chase too few goods and services.

### **INTERNAL CONTROL SYSTEM**

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has adequate internal control procedures commensurate with its size or operations and the nature of the business. These controls ensure efficient use and protection of Company's financial and non-financial resources. Regular internal audit and checks ensure that responsibilities are executed effectively.

### **HUMAN RELATIONS**

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2013-2014, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development program, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external program. Human resources have always been most valuable assets for the Company.

### **COMPLIANCES**

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.

The Company has complied with all requirements of regulatory authorities.

### **CAUTIONARY STATEMENT**

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

## **CORPORATE GOVERNANCE REPORT**

The report on Corporate Governance pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges is furnished herewith.

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices. The Company's Governance process and practice has ventured to achieve a transparency and professionalism in action as well as the implementation of policies and procedure to ensure ethical standards as well as responsible management.

### **BOARD OF DIRECTORS**

- ❖ The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
- ❖ The Board has seven members with a Chairman Cum Managing Director. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.
- ❖ 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.yantranaturaltd.com](http://www.yantranaturaltd.com)
- ❖ All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.
- ❖ As on the date of this report, the Board Strength consists of in all 7 directors. Out of them, 5 are non- executive Independent directors and 2 are executive directors.

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.

❖ **Meetings of the Board of Director**

During the Financial Year 2013-14, Six Board Meetings were held on the following dates:

1. 29<sup>th</sup> May, 2013.
2. 5<sup>th</sup> August 2013.
3. 28<sup>th</sup> August, 2013.
4. 28<sup>th</sup> October, 2013
5. 27<sup>th</sup> January, 2014.
6. 5<sup>th</sup> February, 2014.

❖ **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 31 March 2014, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships (*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Dhiresh Munver	6	Yes	4	1	3
2	Rajinder Singla	6	Yes	None	None	None
3	Girish Aggarwal	6	Yes	None	None	None
4	Vijay Devlekar	6	Yes	None	None	None
5	Devendra Madesh	6	Yes	None	None	None
6	Srikanth Gijupalli	6	Yes	None	None	None
7	Harishchandra Dhakatu Patade (appointed from 10/12/2013 & resigned on 31/07/2014)	1	No	None	None	None
8	Sunil Vishindas Nagpal (appointed from 31/07/2014)	0	No	None	None	None
9	Rajeev Kumar Satpal (resigned on 10/12/2013)	4	Yes	None	None	None
10	Sitaram Mangla (resigned on 10/12/2013)	4	Yes	None	None	None
11	Omprakash Chugh (resigned on 01/06/2013)	1	No	None	None	None

Notes

- (\*) Includes directorships held in public limited Companies only. Directorships held in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956 are excluded.
- (@) Includes only positions held in Audit Committee and Shareholders' / Investor Grievance Committee of the Board of Directors

## **COMMITTEES OF THE BOARD**

The Board has constituted following Committees of Directors:

- ❖ Audit Committee,
- ❖ Remuneration Committee, and
- ❖ Shareholder's/Investors Grievance Committee,

### **❖ Audit Committee**

The Audit Committee consists of two Independent Directors and the Managing Director. 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 Clause 49 of the Listing Agreement and 292A of the Companies Act, 1956, 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 brief terms of reference of the Audit Committee is outlined as under:

1. To select and establish accounting policies.
2. To recommend the Appointment and Removal of External Auditors/fixation of their fees.
3. To review the adequacy of the Internal Control System.
4. To review financial statements before submission to the Board of Directors.
5. To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
6. To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
7. To review the Company's financial and risk management policies.
8. To review Statutory Auditors Report on the financial statements.

**Meetings of the Committee:**

The Committee met Five times during the financial year 2013-14 on i.e. 29<sup>th</sup> May, 2013, 5<sup>th</sup> August 2013, 28<sup>th</sup> August, 2013, 28<sup>th</sup> October 2013 & 5<sup>th</sup> February, 2014.

**Constitution of the Committee:**

The Constitution of the Audit Committee is in conformity with Clause 49 (II) (A) (ii) of the Listing Agreement. 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 31<sup>st</sup> March, 2014 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Devendra Madesh	Chairman	5	Non- Executive Independent Director
2.	Rajinder Singla	Member	5	Executive Director
3.	Srikanth Ginjupalli	Member	5	Non- Executive Independent Director
4.	Rajeev Kumar Satpal (resigned on 10/12/2013)	Member	4	Non- Executive Independent Director
5.	Omprakash Chugh (resigned on 01/06/2013)	Member	1	Managing Director (till 01/06/2013)
6.	Dhires Munver	Member	5	Managing Director & Compliance Officer
7.	Harishchandra Patade (appointed on 10/12/2013)	Member	1	Non-Executive Independent Director

**❖ Shareholders/ Investor Grievance Committee****Terms of the Committee:**

1. To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
2. The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
3. To exercise all power conferred on the Board of Directors under Articles of Association.
4. Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
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- 500 072  
Email Id : yantranrltd@gmail.com

### **Composition & Meeting**

The Committee comprises of 3 Non-Executive Independent Directors, namely Mr. Harishchandra Patade (Chairman), Mr. Srikanth Ginjupalli & Mr. Vijay Devlekar as Member of the committee.

### **❖ Remuneration Committee:**

#### **Terms of the Committee**

The Committee review and recommend payment of annual salaries, commission and other employment conditions of the Managing Director, Whole-Time Director & other Executive Directors as well Key Management personal.

None of the Executive or Non-Executive Directors has been paid any remuneration during the year 2013-2014.

### **Composition**

The composition of the Remuneration Committee is Mr. Srikanth Ginjupalli (Chairman), Mr. Rajinder Singla, Mr. Devendra Madesh, Mr. Girish Agarwal and Mr. Dhiresh Munver as members of the committee.

### **Subsidiary Company**

The Company does not have any subsidiary companies.

### **Disclosures:**

- ❖ During the financial year 2013-14, 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 Clause 49 of the Listing Agreement, in addition the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during current financial year 2014-15.

### **Risk Management**

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk.

The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions. Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk Management policy periodically.

### **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
2010-11	Friday, 30 <sup>th</sup> September, 2011 at 9.00 a.m.	House No. 8-3-678/66, First Floor, Pragati Nagar, Yousfguda, Hyderabad, Andhra Pradesh- 500045.	No Special Resolution was passed at this meeting
2011-12	Saturday, 29 <sup>th</sup> September, 2012 at 9.00 a.m.	House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072	Re-appointment of Mr. Dhires Munver as Managing Director of the Company for a period of 3 years from 30/09/2012 on various terms and conditions.
2012-13	Saturday, 27 <sup>th</sup> September, 2013 at 10.00 a.m.	House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072	No Special Resolution was passed at this meeting

❖ **Extra-Ordinary General Meetings:**

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

Year	Date	Venue	Special Resolutions Passed
2010-11	15th February, 2011	8-2-584/5/B Plot No. 9, Hyderabad - 500 034	Special Resolution was Passed Under Section 81(1A) of the Companies Act, 1956 for Allotment of 10,00,00,000 (Ten Crores) Convertible Equity Warrants Change of name from Shri Ganesh Spinners Limited to Yantra Natural Resources Limited and to include the object of mining, processing and dealing in major minerals.
2012-2013.	10 <sup>th</sup> January, 2013.	House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072	(i) Increase in authorized capital from Rs. 75 crore to Rs. 650 crore (divided into 650,00,00,000 equity shares of Re. 1/- each) (ii) Alteration in capital clause of MOA. (iii) Issue of 125 crore convertible equity warrants. (iv) Issue of 137, 33, 13,750 equity shares of Re. 1/- each as bonus shares in the ratio of 5:2.
2013-14	No EOGM 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	Tuesday, 27 <sup>th</sup> September, 2014 at 10.00 a.m. at House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Rd, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited

**❖ Market Share Price Data:**

Monthly high and low quotations and volume of shares traded on BSE LTD for Financial Year 2013-14 are;

Month	Open	High	Low	Close
Apr 13	0.22	0.27	0.11	0.11
May 13	0.12	0.13	0.08	0.09
Jun 13	0.10	0.10	0.06	0.06
Jul 13	0.07	0.09	0.06	0.07
Aug 13	0.07	0.08	0.04	0.06
Sep 13	0.05	0.06	0.04	0.05
Oct 13	0.06	0.12	0.04	0.09
Nov 13	0.10	0.11	0.07	0.08
Dec 13	0.08	0.10	0.07	0.08
Jan 14	0.08	0.09	0.07	0.08
Feb 14	0.08	0.09	0.06	0.07
Mar 14	0.06	0.10	0.06	0.08

**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 share holders and confirmation of dematerialization.

**SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 3<sup>rd</sup> 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, 2014, Are As Follows:**

Sr. No.	Range	No. of Shares held	Percentage to paid up capital	Amount of the Shares	% of holding
1	UPTO 5,000	1830	37.41%	3504598	0.06%
2	5,001 - 10,000	576	11.77%	4644411	0.07%
3	10,001 - 20,000	583	11.92%	8978513	0.14%
4	20,001 - 30,000	289	5.91%	7291136	0.12%
5	30,001 - 40,000	243	4.97%	8595546	0.14%
6	40,001 - 50,000	156	3.19%	7411495	0.12%
7	50,001 - 1,00,000	470	9.61%	35820677	0.57%
8	1,00,001 and Above	745	15.23%	6204242874	98.79%
	<b>Total</b>	<b>4892</b>	<b>100.00%</b>	<b>6280489250</b>	<b>100.00%</b>

❖ **Shareholding Pattern as on 31<sup>st</sup> March, 2014**

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters	0	0
1.	Individuals/HUF	0	0
	TOTAL (A)	0	0
B	Public Shareholding		
	Institutions	40328500	0.64
	Non-Institutions		
1.	Bodies Corporate	5446123231	86.72
2. (a)	Individual Shareholders holding up to Rs.1 Lac	69131881	1.10
(b)	Individual Shareholders holding above Rs.1 Lac	633270831	10.08
3.	NRIs/ HUF's / Clearing Members	91634807	1.46
	TOTAL (B)	6280489250	100.00
	<b>TOTAL (A+B)</b>	<b>6280489250</b>	<b>100.00</b>

❖ **Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ADRs.

❖ **Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity:**

During the year 124,51,00,000 Convertible Equity Warrants (Warrants) were converted into equity shares of Re. 1/- each at an issue price of Rs. 3/- per share, which were issued to Non-Promoters on preferential basis. The Company has also issued 311,27,50,000 bonus shares to the abovementioned warrant holders in the ratio of 5: 2 per share held.

❖ **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, 2014, 5,92,08,61,556 equity shares, constituting 94.27% of the paid-up equity capital of the Company, stood dematerialized.

❖ **Total Number of shares dematerialized as on 31.03.2014**

Depository	No. of Shares	% of Paid up Capital
NSDL	656291061	10.45
CDSL	5264570495	83.82
Physical	359627694	5.73
<b>Total</b>	<b>6280489250</b>	<b>100.00</b>

❖ **Financial Calendar (Tentative):**

Financial Year : 01 April, 2014- 31st March, 2015  
 First quarter result : 14<sup>th</sup> August, 2014.  
 Half-yearly results : 14<sup>th</sup> November, 2014  
 Third quarter results : 14<sup>th</sup> February, 2015  
 Annual results : End of May, 2015  
 Annual General Meeting: September, 2015

❖ **Address for Correspondence:**

Yantra Natural Resources Limited  
 House No.1-2-29/45/A4,  
 Nandamuri Nagar Lane,  
 Nizampet Road, Hydernagar Kukutpally Municipality,  
 Hyderabad- 500 072  
 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.

**Whistle Blower Policy**

The Company does not have a Whistle Blower Policy. However, employees are free to express their opinion/suggestions/ complaints through email.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this Report.

By Order of the Board  
 For Yantra Natural Resources Limited  
 (Formerly known as Shri Ganesh Spinners Limited)

SD/-

Place: Hyderabad.  
 Date: 26<sup>th</sup> August, 2014

Dhires Munver  
 Managing Director  
 DIN – 02782239

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
Yantra Natural Resources Limited  
(Formerly known as Shri Ganesh Spinners Limited)

We have examined the compliance of conditions of Corporate Governance by Yantra Natural Resources Limited (formerly known as Shri Ganesh Spinners Limited) for the year ended on 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance 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 has conducted the affairs of the Company.

For Chirag Mehta  
Chartered Accountant  
SD/-  
(Chirag Mehta)  
Proprietor  
M.Ship No.: 122852

Place: Mumbai.  
Date: 26<sup>th</sup> August, 2014

## **CERTIFICATE ON FINANCIAL STATEMENTS**

To,  
The Members,  
Yantra Natural Resources Limited  
(Formerly known as Shri Ganesh Spinners Limited)

We, Mr. Dhires 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 2013-14 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  
(Formerly known as Shri Ganesh Spinners Limited)  
Sd/-

Place: Hyderabad.  
Date: 26<sup>th</sup> August, 2014

Dhires Munver  
Managing Director  
DIN -02782239

## **ANNUAL CERTIFICATE UNDER CLAUSE 49(I) (D) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES**

I, Dhires Munver, Managing Director of the M/s. Yantra Natural Resources limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2014.

By Order of the Board  
For Yantra Natural Resources Limited  
(Formerly known as Shri Ganesh Spinners Limited)  
Sd/-

Place: Hyderabad.  
Date: 26<sup>th</sup> August, 2014

Dhires Munver  
Managing Director  
DIN -02782239

## **INDEPENDENT AUDITOR'S REPORT**

To

**The Members of Yantra Natural Resources Private Limited**

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

1. We have audited the accompanying financial statements of **Yantra Natural Resources Limited**, ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the statement of Profit and loss and Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness

of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
  - ii) in the case of the statement of Profit and Loss, of the profit for the year ended on that date;
  - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

7. As required by the Companies (Auditor's Report) Order, 2003, ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
  - c) the Balance Sheet and the statement of Profit and loss Account, dealt with by this report are in agreement with the books of accounts;



- d) in our opinion, the Balance Sheet and the statement of Profit and loss Account, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act, and
  
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act,
  
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company

**For CHIRAG C. MEHTA & CO.  
Chartered Accountants**

**Sd/-  
CHIRAG C. MEHTA  
Proprietor  
M. No. 122852**

**Place: Hyderabad  
Date: 30.05.2014**

**ANNEXURE TO AUDITOR'S REPORT**

**Referred to in paragraph 4 and 5 of our report of even date on the accounts for the year ended  
March 31, 2014 of Yantra Natural Resources Limited**

**1. Fixed Assets:**

- a. The Company is generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. Assets have been physically verified by the management during the year. According to the information and explanation given to us, there is regular programme of verification which, in our opinion is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. The company has not disposed off substantial part of fixed assets.

**2. Inventories:**

- a. As explained to us, inventories have been physically verified by the Management at regular intervals during the year.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

**3. Loans and Advances :**

- a. The Company, During the period covered by our audit, has not granted secured or unsecured loans to companies covered in the Register maintained under section 301 of the companies Act, 1956. Hence provisions of clauses (iii) (b),(c),(d) of paragraph 4 are not applicable to the company.
  - b. The Company, during the period covered by our audit, has not taken secured or unsecured loans from companies covered in the register maintained under section 301 of the Act. Hence provisions of clause (iii) (f),(g) of paragraph 4 are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of audit, we have not observed any major weaknesses in internal controls.

5. Transaction with related parties as per Register of Contracts under Section 301 of the Companies Act, 1956:
  - a. In our opinion and according to the information and explanations given to us, particulars of contracts or arrangements, referred to in section 301 of the Act have been entered in the register required to be maintained under that section: and
  - b. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposits from the public and therefore section 58A, 58AA or any other relevant provisions of the Companies Act, do not apply.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. The Central Government has not prescribed any maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 the product of the company.
9. **Statutory Dues:**
  - a. According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities.
  - b. According to the information and explanations given to us, no disputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date of becoming payable. The company has neither accumulated losses as at March 31, 2014 nor has it incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
10. The Company does not have accumulated losses at the end of financial year. The company has not incurred cash losses in the current financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks or any other organization.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4 (xiii) of the Companies (Auditors Report) Order 2003 is not applicable to the company.
14. According to the information and explanations given to us they have proper record of securities, shares and other investments. And investments in shares and securities are held in the name of company.
15. The company has not given any guarantee for loan taken by others from bank or financial institutions.
16. According to the information and explanations given to us, no term loans were raised during the year.
17. According to the cash flow statement and other records examined by us, and the information and explanations given to us, on an overall basis funds raised on short term basis have, prima facie, not been used during period for long term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under section 301 of the Companies Act, 1956 during the year.
19. The company has not issued any debentures during the year.
20. The company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstate.

**For CHIRAG C. MEHTA & CO.,  
Chartered Accountants**

**Sd/-  
CHIRAG C. MEHTA  
Proprietor  
M. No. 122852**

**Place: Hyderabad  
Date : 30.05.2014**

# YANTRA NATURAL RESOURCES LTD

1-2-29 / 45 / A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar Kuktapally Municipality,  
Hyderabad - 500 072 Andhra Pradesh

## Balance Sheet as at 31st March, 2014

Particulars	Note No.	As At		As At	
		31.03.2014		31.03.2013	
			Rs.		Rs.
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital					
(i) Equity Share Capital	3.1	6,280,489,250		1,922,639,250	
(ii) Equity Share Warrants	3.2	3,675,000		937,500,000	
(b) Reserves and Surplus	4	394,288,938	6,678,453,188	1,014,680,638	3,874,819,888
<b>(2) Share application money pending allotment</b>					
			3,564,000		2,797,964,000
<b>(3) Non-Current Liabilities</b>					
(a) Other Long term liabilities					
(b) Long term provisions	5	35,425,000		363,729,327	
		-	35,425,000	-	363,729,327
<b>(4) Current Liabilities</b>					
(a) Trade payables					
(b) Other current liabilities	6	92,325,928		375,596,291	
(c) Short-term provisions	7	99,279,341		100,895,062	
	8	2,787,954	194,393,223	1,984,224	478,475,577
<b>Total Equity &amp; Liabilities</b>			<b>6,911,835,411</b>		<b>7,514,988,792</b>
<b>II. Assets</b>					
<b>(1) Non-current assets</b>					
(a) Fixed assets					
(i) Tangible assets	9	2,543,823		3,639,066	
			2,543,823		3,639,066
(b) Non-current investments	10	1,577,729,151		1,459,056,423	
(c) Deferred tax assets (net)	11	511,697		511,697	
(d) Long term loans and advances	12	177,534,495		316,028,336	
(e) Other non-current assets	13	17,352,709	1,773,128,052	18,057,419	1,793,653,875
<b>(2) Current assets</b>					
(a) Current investments					
(b) Trade receivables	14	-		308,590,132	
(c) Cash and cash equivalents	15	332,867,547		633,623,331	
(d) Short-term loans and advances	16	9,328,032		1,577,647	
(e) Other current assets	17	4,791,493,160		4,771,495,382	
	18	2,474,796	5,136,163,535	2,409,358	5,717,695,850
<b>Total Assets</b>			<b>6,911,835,411</b>		<b>7,514,988,792</b>

**Significant Accounting Policies & Notes on Financial Statements 1 to 32**

As per our report of even date attached

For CHIRAG C MEHTA & CO.  
Chartered Accountants

For and on Behalf of the Board of Directors

Chirag C. Mehta  
Membership No.122852  
(Proprietor)

DHIRESH U MUNVER  
(Managing Director)

VIJAY H DEVLEKAR  
(Director)

Place : Hyderabad  
Date : 30.05.2014

## YANTRA NATURAL RESOURCES LTD

1-2-29 / 45 / A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar Kuktapally Municipality,  
Hyderabad - 500 072 Andhra Pradesh

### Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No	As At	
		31.03.2014	31.03.2013
		Rs.	Rs.
<b>Revenue from Operations</b>			
I. Revenue from Sales	19	337,900,733	1,198,610,782
II. Other Revenue Income	20	3,705,184	2,118,043
<b>III. Total Revenue from Operations</b>		<b>341,605,917</b>	<b>1,200,728,825</b>
IV. Expenses:			
Purchase of Stock-in-Trade	21	333,903,179	1,193,815,039
Employee benefit expense	22	1,402,863	991,760
Financial costs	23	16,266	50,956
Depreciation and amortization expense	24	1,095,243	1,095,244
Other expenses	25	2,230,066	4,429,495
<b>Total Expenses</b>		<b>338,647,617</b>	<b>1,200,382,494</b>
V. Profit before tax (III - IV)		<b>2,958,300</b>	<b>346,331</b>
VI. Tax expense:			
(1) Current tax	26	800,000	165,000
(2) Deferred tax	27	-	(194,276)
VII. Profit/(Loss) for the period (V - VI)		<b>2,158,300</b>	<b>375,607</b>
VIII. Earning per equity share:			
(1) Basic		0.000	0.000
(2) Diluted		0.000	0.000
<b>Significant Accounting Policies &amp; Notes on Financial Statements - 1 to 32</b>			
<b>As per our report of even date attached</b>			
<b>For CHIRAG C MEHTA &amp; CO. Chartered Accountants</b>		<b>For and on Behalf of the Board of Directors</b>	
Chirag C. Mehta Membership No.122852 (Proprietor)		DHIRESH U MUNVER (Managing Director)	VIJAY H DEVLEKAR (Director)
Place : Hyderabad			
Date : 30.05.2014			

# YANTRA NATURAL RESOURCES LTD

1-2-29 / 45 / A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar Kuktapally Municipality,  
Hyderabad - 500 072 Andhra Pradesh

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	As At 31.03.2014 Rs.	As At 31.03.2013 Rs.
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit after tax and Extraordinary Items	2,158,300	375,607
Adjustments for :		
Derefered tax (assets)/ Liabilities	-	(194,276)
Depreciation	1,095,243	1,095,244
Amortisation of Misc expenditure	704,710	1,156,420
Finance Cost	16,266	50,956
Interest Income	(654,383)	(1,684,136)
Dividend Income	(642,000)	-
Profit on Sale of investment	(2,408,801)	(433,907)
Provision for Taxation	800,000	165,000
<b>Operating Profit before working capital changes</b>	<b>1,069,335</b>	<b>530,908</b>
Adjustments for :		
Loans & Advances	138,493,840	(91,581,585)
Current Liabilites	(284,886,084)	(561,924,094)
Short term Provisions	3,730	-
Sundry Debtors	300,755,785	305,993,712
<b>Change in Working Capital</b>	<b>154,367,271</b>	<b>(347,511,967)</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sales / ( Purchase ) of Investment	189,917,404	(402,614,027)
Interest Income	654,383	1,684,136
Dividend Income	642,000	-
Profit on Sale of investment	2,408,801	433,907
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>193,622,588</b>	<b>(400,495,984)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Application Money Pending Allotment	(2,794,400,000)	2,794,400,000
Share allotment + Premium + Share Application Money	2,801,475,000	937,500,000
Finance Cost	(16,266)	(50,956)
Secured Loan received / (Repaid)	(328,304,327)	(83,542,710)
Unsecured Trade Loan received / (Repaid)	(20,063,216)	(2,899,788,676)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(341,308,809)</b>	<b>748,517,658</b>
<b>Net Increase in Cash &amp; Cash Equivalent</b>	<b>7,750,385</b>	<b>1,040,615</b>
Opening Cash & Cash Equivalent	1,577,647	537,032
Closing Cash & Cash Equivalent	9,328,032	1,577,647
<b>Net Increase in Cash &amp; Cash Equivalent ( ii - i )</b>	<b>7,750,385</b>	<b>1,040,615</b>
This is the Cash Flow referred to in our report of even date		
For CHIRAG C MEHTA & CO. Chartered Accountants		For and on Behalf of the Board of Directors
Chirag C. Mehta Membership .No.122852 (Proprietor )	DHIRESH U MUNVER (Managing Director)	VIJAY H DEVLEKAR (Director)
Place : Hyderabad		
Date : 30.05.2014		

**YANTRA NATURAL RESOURCES LTD**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

<b>3 SHARE CAPITAL</b>	<b>(Rs) AS AT 31.03.2014</b>	<b>(Rs) AS AT 31.03.2013</b>
<b>AUTHORISED SHARE CAPITAL</b>		
6500000000 ( 2013 : 6500000000 ) equity shares of Re. 1/- each	6,500,000,000	6,500,000,000
	<u>6,500,000,000</u>	<u>6,500,000,000</u>
<b>3.1 ISSUED, SUBSCRIBED AND PAID UP</b>		
i. 6280489250 (31 March 2013: 1922639250) equity shares of Rs.1/- each fully paid up *	6,280,489,250	1,922,639,250
<b>Total issued, subscribed and fully paid-up shares capital</b>	<u>6,280,489,250</u>	<u>1,922,639,250</u>
<b>3.2 EQUITY WARRANTS</b>		
<b>Convertible Equity Warrants</b>		
a) 1327500 Nos. Convertible Equity Warrants of Rs. 15/- each partly paid Rs.3.75/- Per CEW ( 2011 )	-	4,978,125
Less:- Amount Forfeited & Transferred to Capital Reserve	-	4,978,125
	<u>-</u>	<u>-</u>
b) 1250000000 Nos. Convertible Equity Warrants of Rs.3 each partly paid Rs.0.75/- per CEW (2013)	937,500,000	937,500,000
Less:- Equity share allotted against conversion of shares	933,825,000	-
	<u>3,675,000</u>	<u>937,500,000</u>
<b>3.3 Reconciliation of the shares outstanding</b>		
<b>i. Equity shares</b>		
	<u><b>31 March 2014</b></u>	<u><b>31 March 2013</b></u>
	<b>Numbers</b>	<b>Numbers</b>
i. At the beginning of the period	1,922,639,250	549,325,500
ii. Issued during the period-(Current Year 3112750000 Bonus issue) (P.Y. 1373313750 Bonus issue)	3,112,750,000	1,373,313,750
iii. Issued during the period against conversion of warrants	1,245,100,000	-
<b>Outstanding at the end of the period</b>	<u><b>6,280,489,250</b></u>	<u><b>1,922,639,250</b></u>
<b>ii. Equity Warrants</b>		
	<u><b>31 March 2014</b></u>	<u><b>31 March 2013</b></u>
	<b>Numbers</b>	<b>Numbers</b>
A i. At the beginning of the period 1327500 Convertible Equity Warrants of Rs.15/- was partly paid 25%	-	1,327,500
ii. Add:- Issued during the year	-	-
	<u>-</u>	<u>1,327,500</u>
iii Less:- Forfeiture Equity Warrants	-	1,327,500
<b>Total (A)</b>	<u>-</u>	<u>-</u>
B i. At the beginning of the period 1250000000 Convertible Equity Warrants of Rs.3/- was partly paid 25%	937,500,000	-
ii. Issued during the year	-	937,500,000
	<u>937,500,000</u>	<u>937,500,000</u>
iii Less:- Equity share allotted against conversion of shares	933,825,000	-
<b>Total (B)</b>	<u><b>3,675,000</b></u>	<u><b>937,500,000</b></u>
<b>Outstanding at the end of the period (A+B)</b>	<u><b>3,675,000</b></u>	<u><b>937,500,000</b></u>

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

**3.5 Convertible Equity Warrants Issue under option :**

During the year 933825000 Nos Convertible Equity Warrants had been converted in to equity shares.

The Equity Shares so issued upon conversion of the Warrants shall be subject to the relevant lock-in requirements as mentioned under chapter VII of the SEBI ( ICDR ) Regulations, 2009.

During the year warrant holders have exercised their rights by subscribing to the balance amount & hence Company has converted 124,51,00,000 warrants into equity shares of Re. 1/ each at a premium of Rs. 2/- per share on 27th January, 2014.

The Company has also issued bonus shares to such warrant holders in the ratio of 5:2 per share held. The Company has allotted 311,27,50,000 equity shares on 27th January, 2014 as bonus shares. All the above mentioned shares were allotted to Non-Promoter category.



**YANTRA NATURAL RESOURCES LTD**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**3.6 Class of Share Capital**

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 entitled 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 entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the no. of equity shares held by the shareholder

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

Name of the shareholders	As at 31-03-2014		As at 31-03-2013	
	Number of shares	Shareholding %	Number of shares	Shareholding %
Harrods Construction Pvt Ltd	406,875,000	6.48%	-	-
Gill Entertainment Pvt Ltd	398,125,000	6.34%	-	-
Krystalklear Properties Pvt Ltd	393,750,000	6.27%	-	-
Snehil Real Estate Pvt Ltd	393,750,000	6.27%	-	-
Sounthmint Real Estate Pvt Ltd	385,000,000	6.13%	-	-
Rosewood Vintrade Pvt Ltd	345,975,000	5.51%	-	-

**4 RESERVES & SURPLUS**

**A. Capital Reserve Account**

- Balance at beginning of the year	4,978,125	-
Add:- Addition on Forfeiture of Warrents application Money	-	4,978,125

<b>Balance at the end of the year</b>	<b>4,978,125</b>	<b>4,978,125</b>
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**B. Security Premium Account**

- Balance at beginning of the year	1,008,101,250	2,381,415,000
Add:- Additions during the Year	2,490,200,000	-
Less: Capitalisation for issue of Bonus Shares	3,112,750,000	1,373,313,750

<b>Balance at the end of the year</b>	<b>385,551,250</b>	<b>1,008,101,250</b>
---------------------------------------	--------------------	----------------------

**C. Statement of Profit & Loss A/c**

Balance as per the last financial statements	1,601,263	1,225,656
Add: amount transferred from surplus balance in the statement of profit and loss	2,158,300	375,607
Less: Transfer to general Reserve	-	-
<b>Closing Balance</b>	<b>3,759,563</b>	<b>1,601,263</b>

<b>Total Reserves and Surplus ( A+B+C )</b>	<b>394,288,938</b>	<b>1,014,680,638</b>
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**5 OTHER LONG TERM LIABILITIES**

Trade Advances	35,425,000	363,729,327
	<b>35,425,000</b>	<b>363,729,327</b>

**6 TRADE PAYABLE**

Trades Creditors	92,325,928	375,596,291
	<b>92,325,928</b>	<b>375,596,291</b>

\* 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 2014 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

**7 OTHER CURRENT LIABILITIES**

Creditors for Expenses	19,691,666	20,185,484
Advance from Customer	79,587,675	80,709,578
	<b>99,279,341</b>	<b>100,895,062</b>

**8 SHORT TERM PROVISIONS**

Provision for Expenses *	20,000	20,000
Statutory Provisions	2,767,954	1,964,224
	<b>2,787,954</b>	<b>1,984,224</b>

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

**YANTRA NATURAL RESOURCES LTD**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**9 FIXED ASSETS**

Name of Asset	Depre. Rate	Gross Block				Depreciation				Net Block	
		As at 01.04.13	Additions	Deletions	As at 31.03.14	As at 01.04.13	For the Year	Deletions	As at 31.03.14	As at 31.03.14	As at 31.03.13
<b>A - Tangible Assets</b>											
Plant & Machineries	4.75%	21,202,351	0	0	<b>21,202,351</b>	18,146,371	1,007,112	0	<b>19,153,483</b>	2,048,868	3,055,980
Office Equipments	4.75%	33,307	0	0	<b>33,307</b>	20,943	1,582	0	<b>22,525</b>	10,782	12,364
Furniture & Fixture	6.33%	146,008	0	0	<b>146,008</b>	132,741	9,242	0	<b>141,983</b>	4,025	13,267
Electrical Fittings	6.33%	1,164,640	0	0	<b>1,164,640</b>	607,185	77,307	0	<b>684,492</b>	480,148	557,455
Vehicle	9.50%	219,198	0	0	<b>219,198</b>	219,198	0	0	<b>219,198</b>	0	0
<b>Current Year</b>		<b>22,765,504</b>	<b>0</b>	<b>0</b>	<b>22,765,504</b>	<b>19,126,438</b>	<b>1,095,243</b>	<b>0</b>	<b>20,221,681</b>	<b>2,543,823</b>	<b>3,639,066</b>
<b>Previous Year</b>		<b>22,765,504</b>	<b>0</b>	<b>0</b>	<b>22,765,504</b>	<b>18,031,194</b>	<b>1,095,244</b>	<b>0</b>	<b>19,126,438</b>	<b>3,639,066</b>	<b>4,734,310</b>

**YANTRA NATURAL RESOURCES LTD**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**10 NON CURRENT INVESTMENTS**

**Investment in Shares - Quoted**

Investment in Shares - Quoted	107,164,151	30,765,423
Investment in Shares Application- Quoted	187,750,000	0
Investment in Shares Application Money - Pending Allotment (including unquoted shares)	1,282,815,000	1,428,291,000
	<u>1,577,729,151</u>	<u>1,459,056,423</u>

**11 DEFERRED TAX ASSETS (NET)**

Depreciation as per Books	1,095,243	1095244
Depreciation as per Income Tax	399,221	466519
Difference	696,022	628725
Current Year Provision	30.90%	30.90%
	-	194,276
Add : Opening Balance	511,697	317,421
Balance C/F	<u>511,697</u>	<u>511,697</u>

**12 LONG TERM LOANS AND ADVANCES**

Loans and Advances	6,034,495	11,528,336
Advance against Purchase	162,700,000	284,700,000
Advance for Capital Assets	8,800,000	8,800,000
Advance for Property	-	11,000,000
	<u>177,534,495</u>	<u>316,028,336</u>

**13 OTHER NON CURRENT ASSETS**

Preliminary Expenses	17,352,709	18,057,419
	<u>17,352,709</u>	<u>18,057,419</u>

**14 CURRENT INVESTMENTS**

**Current Investment (Non-trade)**

Investment in Shares Application - Un-Quoted (Partly Paid-up)	-	152,690,132
Investment in Shares - Un-Quoted	-	155,900,000
	<u>-</u>	<u>308,590,132</u>

**15 TRADE RECEIVABLES**

**(Unsecured but considered good)**

Outstanding Over six months	248,025,295	371,272,634
Others -Trades Receivable	84,842,252	332,867,547
	<u>332,867,547</u>	<u>633,623,331</u>

**16 CASH & CASH EQUIVALENTS**

Cash on Hand	64,616	14,212
Bank balance with current accounts	9,263,416	1,563,435
	<u>9,328,032</u>	<u>1,577,647</u>

**17 SHORT TERM LOANS & ADVANCES**

**ADVANCES**

Advance for Shares	2,704,718,354	2,873,852,354
Trade Advances	2,086,774,806	1,897,643,028
	<u>4,791,493,160</u>	<u>4,771,495,382</u>

**YANTRA NATURAL RESOURCES LTD**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**18 OTHER CURRENT ASSETS**

Deposit - Others	330,025	330,025
Prepaid Income Tax	2,144,771	2,079,333
	<u>2,474,796</u>	<u>2,409,358</u>

**19 REVENUE FROM OPERATION**

Product Sales	337,900,733	1,198,610,782
	<u>337,900,733</u>	<u>1,198,610,782</u>

**20 OTHER REVENUE**

Interest Income	654,383	1,684,136
Dividend on Shares	642,000	0
Short Term Profit on un-quoted Shares	2,408,801	433,907
	<u>3,705,184</u>	<u>2,118,043</u>

**21 PURCHASE OF STOCK IN TRADE**

Purchase Account	333,903,179	1,193,815,039
	<u>333,903,179</u>	<u>1,193,815,039</u>

**22 EMPLOYEE BENEFIT EXPENSES**

Staff Welfare	7,863	13,760
Staff Salary	1,395,000	978,000
	<u>1,402,863</u>	<u>991,760</u>

**23 FINANCIAL COST**

Bank & Other Financial Charges	16,266	50,956
	<u>16,266</u>	<u>50,956</u>

**24 DEPRECIATION AND AMORTIZATION EXPENSES**

Depreciation	1,095,243	1,095,244
	<u>1,095,243</u>	<u>1,095,244</u>

**25 OTHER EXPENSES**

Listing Fees	765,527	703,935
Advertisement Expenses	17,633	19,394
AGM Expenses	4,165	3,684
Auditors Remunerations	35,000	30,000
Conveyance Expenses	24,381	37,153
Electricity Expenses	27,214	110,164
Interest on late payment	-	3,466
Freight & Loading /unloading / labour charges	-	664,308
Office Expenses	45,690	101,696
Office Rent	393,620	876,000
Postage & Telegrams/ Telephone/ Mobile exp	23,574	37,903
Printing & Stationery	47,552	54,308
Professional & Legal Expenses	141,000	24,300
Share Issue Expenses Written Off	704,710	1,156,420
Baddebts	-	606,764
	<u>2,230,066</u>	<u>4,429,495</u>

**26 CURRENT TAXES**

Provision for Income Tax	800,000	165,000
	<u>800,000</u>	<u>165,000</u>

**YANTRA NATURAL RESOURCES LTD**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**27 DEFERED TAX**

Deferred Tax Provision	-	(194,276)
	<u>-</u>	<u>(194,276)</u>

**28 Contingent Liabilities & Comments**

- a ) Guarantee Given by the Company's banker as at March 31, 2014 is Rs.Nil ( previous year : Rs.Nil )

**29 Related Party Transaction**

**a) Key Managerial Person**

Dhiresb Uttamchand Munver	Managing Director
Rajendra Pal Singla	Director
Girish Kumar Aggarwal	Director
Vijay H Devlekar	Director
Devendra Bhimanna Madesh	Director
Srikanth Ginjupalli	Director
Harishchandra Dhakatu Patade	Additional Director

**30 Auditors Remuneration**

	AS AT 31.03.2014	AS AT 31.03.2013
Audit Fees	25,000	20,000
Tax Audit Fees	10,000	10,000
	<u>35,000</u>	<u>30,000</u>

**31 Earning Per Shares**

	<u>Current Year</u>	<u>Previous Year</u>
Net Profit for the year attributable to the Ordinary Shareholders	2,158,300	375,607
Weighted average number of Equity Shares of Re 1/- each	0.00	0.00
Basic and Diluted Earning Per Share of Re 1/- each	0.00	0.00

32 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

For and on Behalf of the Board of Directors

Chirag C. Mehta  
Membership No.122852  
(Proprietor )




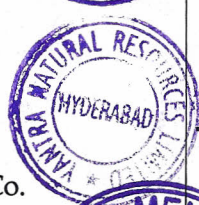



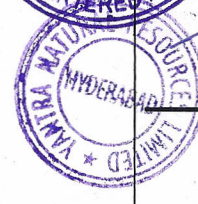
DHIRESH U MUNVER  
(Managing Director)

VIJAY H DEVLEKAR  
(Director)

Place : Hyderabad  
Date : 30.05.2014

**Form A**

Format of Covering Letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	Yantra Natural Resources Limited
2	Annual Financial Statement for the Year Ended	31 <sup>st</sup> March, 2014
3	Type of Audit Observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be Signed by;	
	❖ Dhiresh Munver (Managing Director)	 
	❖ Vijay Devlekar (Chief Financial Officer)	 
	❖ M/S. Chirag C. Mehta & Co. (Chirag C. Mehta - Proprietor) (Auditor of the Company)	 
	❖ Mr. Devendra Madesh (Audit Committee Chairman)	 

**Yantra Natural Resources Limited**

(Formerly known as Shri Ganesh Spinners Limited) CIN NO. : L14297AP1988PLC074808

Reg. Office:- House No.1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar Kukutpally Municipality,

Hyderabad 500 072. Andhra Pradesh Phone No. 04040281278

www.yantranaturaltd.com E-mail : yantranrltd@gmail.com

**YANTRA NATURAL RESOURCES LIMITED**

Registered office: House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad - 500072, Andhra Pradesh  
 Tel No.: 040 - 40281278, E-mail:- yantranrltd@gmail.com, Website: www.yantranaturaltd.com  
 Email: CIN: L14297AP1988PLC074808

**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 Annual General Meeting of the Company to be held on Saturday 27<sup>th</sup> September, 2014 at 10.00 a.m. at the Registered Office of the Company situated at House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad - 500072, Andhra Pradesh

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 and the Annual Report to the meeting as the same will not be circulated at the meeting.

**YANTRA NATURAL RESOURCES LIMITED**

Registered office: House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad - 500072, Andhra Pradesh  
 Tel No.: 040 - 40281278, E-mail:- yantranrltd@gmail.com, Website: www.yantranaturaltd.com  
 Email: CIN: L14297AP1988PLC074808

**PROXY CUM BALLOT FORM**

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member/ Members of Yantra Natural Resources Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/ her \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Company to be held on Saturday 27<sup>th</sup> September, 2014 at 10.00 a.m. at the Registered Office of the Company situated at House No. 1-2-29/45/A4, First Floor, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad - 500072, Andhra Pradesh and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

L.F. No. / DP ID and Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_ Affix Revenue Stamp Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signed by the said \_\_\_\_\_  
 Signature of Proxy \_\_\_\_\_  
 Attested by Shareholder \_\_\_\_\_

Affix Rs.1/- Revenue Stamp here & Sign
---

Particulars	For	Against
<b><u>Ordinary Business</u></b>		
1. Adoption of Financial Statements for the year ended March 31, 2014		
2. Appointment of Mr. Chirag Mehta, Chartered Accountants as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration for F.Y. 2014-15.		
<b><u>Special Business</u></b>		
3. Appointment of Mr. Devendra Madesh, as an Independent Director for a term of 5 Years.		
4. Appointment of Mr. Srikanth Gijnupalli, as an Independent Director for a term of 5 years.		
5. Appointment of Mr. Vijay Devlekar, as an Independent Director for a term of 5 years.		
6. Appointment of Mr. Girish Kumar Aggarwal, as an Independent Director for a term of 5 years.		
7. Appointment Mr. Sunil Nagpal, as an Independent Director for a term of 5 years.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.



**If Undelivered Please Return to:**

House No. 1-2-29/45/A4, First Floor,  
Nandamuri Nagar Lane, Nizampet Road,  
Hydernagar, Kukutpally Municipality,  
Hyderabad, Andhra Pradesh – 500072

Tel No:- 040 – 40281278

E-Mail Id:- yantranrltd@gmail.com