

A decorative graphic on the right side of the page features three green circles of varying sizes, each containing three concentric white circles. These are connected by thin lines: a light grey line from the top left, a light blue line from the top right, and a green line from the bottom right. The green line forms a large, rounded shape that frames the bottom right circle.

# Yantra Natural Resources Limited

Annual Report – 2015 - 2016

CIN:- L14297AP1988PLC074808

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**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      | : Executive Director                              |
| Mr. Rajinder Paul Singla       | : Executive Director                              |
| Mr. Sunil Nagpal               | : Non-Executive Independent Director              |
| Mrs. Reshma Rajesh Malagavakar | : Non-Executive & Independent Director            |
| Mr. Harshpal Singh             | : Non-Executive & Independent Director            |

**BOARD COMMITTEES:**

**Audit Committee**

|                          |            |
|--------------------------|------------|
| Mr. Srikanth Gijupalli   | : Chairman |
| Mr. Dhires Munver        | : Member   |
| Mr. Vijay Devlekar       | : Member   |
| Mr. Rajinder Paul Singla | : Member   |
| Mr. Sunil Nagpal         | : Member   |

**Auditors:**

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

**Stakeholders Relationship Committee**

|                                |            |
|--------------------------------|------------|
| Mr. Sunil Nagpal               | : Chairman |
| Mrs. Reshma Rajesh Malagavakar | : Member   |
| Mr. Devendra Madesh            | : Member   |
| Mr. Srikanth Gijupalli         | : Member   |

**Share Transfer Agents:**

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

**Nomination & Remuneration Committee**

|                                |            |
|--------------------------------|------------|
| Mrs. Reshma Rajesh Malagavakar | : Chairman |
| Mr. Harshpal Singh             | : Member   |
| Mr. Girish Kumar Aggarwal      | : Member   |
| Mr. Vijay Devlekar             | : Member   |
| Mr. Dhires Munver              | : Member   |

**Bankers:**

ING Vysya Bank Limited  
DBS Bank Ltd

**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 - 40119926  
E-Mail ID:- yantranrltd@gmail.com

**Listed at:**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001.

**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 - 40119926  
E-Mail ID:- yantranrltd@gmail.com

❖ **NOTICE**

**Notice** is hereby given that the 27<sup>th</sup> Annual General Meeting of **Yantra Natural Resources Limited** for the year 2015-16 will be held at Gulshan-E-Khalil, 1<sup>st</sup> Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana, on Tuesday 27<sup>th</sup> September, 2016 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, 2016, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

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

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

**SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”),The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to appoint Dhiresht Uttamchand Munver (DIN: 02782239), as the Managing Director, of the Company for a

period of three (3) years with effect from 1<sup>st</sup> August, 2016 up to July 31<sup>st</sup> 2019, on the terms and conditions including the remuneration of Rs. 5,00,000/- p.a. and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Dhiresh Uttamchand Munver, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Dhiresh Uttamchand Munver.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Dhiresh Uttamchand Munver be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** as per the Articles of Association of the Company, Mr. Dhiresh Uttamchand Munver shall not be subject to retire by rotation unless the total number of Directors (including Managing Director) as are not subject to retirement by rotation exceeds one-third of total number of Directors. In such case, Mr. Dhiresh Uttamchand Munver shall be liable to retire by rotation so that the total number of Directors not liable to retire by rotation does not exceed one third of total number of Directors and after re-appointment Mr. Dhiresh Uttamchand Munver shall automatically continue to hold the office of the Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

By Order of the Board

**For Yantra Natural Resources Limited**

SD/-

Dhiresh Munver

Managing Director

DIN - 02782239

Place: Hyderabad

Date: 5<sup>th</sup> August, 2016

SD/-

Sunil Nagpal

Director

DIN - 06799707

❖ NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September, 2016 to 27<sup>th</sup> September, 2016 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.

10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Sharegistry India Private Limited, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to de-materialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
13. The Ministry of Corporate Affairs (vide 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 2016 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 2016 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to

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

16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website [www.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](mailto:yantranrltd@gmail.com)
17. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
18. In terms of relevant provisions of **SEBI (LODR) 2015**, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. **S. K. Pandey**, Scrutinizer, Raja Bahadur Building, 1st Floor, 45 Tamarind Lane, M.P. Shetty Marg, Fort, Mumbai - 400001, Tel.: 022-66390257, Fax : 022-66390257, Email: [pandeysk2004@yahoo.co.in](mailto:pandeysk2004@yahoo.co.in) so as to reach him on or before Monday September 26, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
19. Members can request for a Ballot Form at Yantra Natural Resources Limited, 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](mailto:yantranrltd@gmail.com), Contact No.:040 - 40119926.



20. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
21. The E-voting period for all items of business contained in this Notice shall commence from Saturday 24<sup>th</sup> September, 2016 at 9.00 a.m. and will end on Monday 26<sup>th</sup> September, 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 20<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 20<sup>th</sup> September, 2016.
22. Mr. S.K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) and failing which Mrs. Aparna Tripathi or Mr. Umang Udeshi 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.
23. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
24. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

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

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by

electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Saturday 24<sup>th</sup> September, 2016 (9:00 am) and ends on Monday 26<sup>th</sup> September, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
  - V. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
  - VI. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (i) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (ii) Click on Shareholder - Login
    - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vi) Select “EVEN” of “Yantra Natural Resources Limited”.
    - (vii) Now you are ready for remote e-voting as Cast Vote page opens.

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

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

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

(xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeysk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in

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

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

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

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

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

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

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

X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2016.

XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Share Transfer Agent of the Company, i.e. Purva Share registry (India) Private Limited.

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

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

- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. S.K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) and failing Mrs. Aparna Tripathi or Mr. Umang Udeshi 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.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.yantranaturalltd.com](http://www.yantranaturalltd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board

For Yantra Natural Resources Limited

SD/-

SD/-

Dhiresb Munver  
Managing Director

Sunil Nagpal  
Director

DIN - 02782239

DIN - 06799707

Place: Hyderabad

Date: 5<sup>th</sup> August, 2016

### 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 item 3 in the accompanying Notice dated 5<sup>th</sup> August, 2016.

#### **Item No. 3**

The Board of Directors in their meeting held on August 5<sup>th</sup>, 2016, approved the appointment of Mr. Dhiresht Uttamchand Munver as the Managing Director of the Company for the period of 3 years with effect from dated August 1<sup>st</sup>, 2016 up to July 31<sup>st</sup>, 2019, subject to approval of members at the Annual General Meeting, on the terms of remuneration mentioned herein below, with the powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down under schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereof. He has more than 22 years of experience in the field of Finance, Banking, trading in textile products, Capital Market & Company Law.

The Company has entered into an agreement with Mr. Dhiresht Uttamchand Munver for his appointment as Managing Director in the Company, inter alia, the terms of remuneration referred to below and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a.m. to 12.00 noon at the registered office of the Company up to the date of the meeting. He also confirms the terms set out in the agreement as well as in explanatory statement which are as follows:

#### **Brief terms and conditions including remuneration as Managing Director are as follows:**

- **Salary:** He will be is entitled to receive remuneration of Rs.30000/- per month or Rs.500000/- annual salary (all inclusive ) with such annual increments/increase as may be decided by the Board of Directors from time to time.
- **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- **Perquisites** (i) Company's contribution to provident fund to the extent these either singly or put together are not taxable under the Income Tax Act.  
(ii) Gratuity will be paid as the provisions of payment of gratuity act.  
(iii) Telephone, tele-fax and other communication facilities at Company cost.  
(iv) Re-imbursment of entertainment expenses incurred in the course of business of the Company.  
(v) Cost of medical insurance cover for self and family for medical expenses in India.

(vii) Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

- **Tenure:** His appointment shall be for period of 3 years with effective from August, 1<sup>st</sup>, 2016 up to July 31<sup>st</sup>, 2019.
- **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this regard.
- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months' notice in writing.

|  |   |
|--|---|
| Mr. Dhiresht Uttamchand Munver                               |   |
| Fathers' Name :  | Uttamchand Munver   |
| Date of Birth :  | 16/03/1966  |
| First Appointment on Board:                                  | 30/09/2010  |
| Expertise in specific functional areas :                     | Finance, Banking, Capital Market & Company Law & trading in textile products. |
| Years of Experience :  | 22 years  |
| Qualification :  | B.Com   |
| Directorship in Other Companies :                            | 1.Sanguine Media Limited<br>2. Emporis Projects Limited                       |
| Name of other public limited Companies, where he is Director | Nil   |
| Member/Chairman of the Committee on other Board :            | Nil   |
| No. of shares held in own name or in the name of relatives : | NIL   |
| Relationship with other Directors and KMP:                   | None  |

|  |   |
|--|---|
| Recognition or awards  | None  |
| Job Profile  | He will be in charge of day-to-day affairs of the Company, looking after the trading activities in textiles products, investment decision, finance & looking after routine banking, taxation & Company Law matter of the Company. |
| Number of Board Meetings Attended during last financial year | 5   |

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where the ceiling has to be doubled and for payment of minimum remuneration in the event of loss or inadequacy of profits. Your Directors recommended that proposed resolution is required to be passed as Special Resolution under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

Except Mr. Dhiresb Uttamchand Munver, Director of the Company, None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

By Order of the Board  
For Yantra Natural Resources Limited

SD/-

SD/-

Dhiresb Munver  
Managing Director  
DIN - 02782239

Sunil Nagpal  
Director  
DIN - 06799707

Place: Hyderabad

Date: 5<sup>th</sup> August, 2016

❖ **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, 2016**.

**FINANCIAL RESULTS**

The financial performance of your Company for the year ended March 31, 2016 is summarized below:

(Rupees in Lacs)

| <b><u>Particulars</u></b> | <b><u>2015-2016</u></b> | <b><u>2014-2015</u></b> |
|---------------------------|-------------------------|-------------------------|
| Sales                     | 1643.96                 | 1733.63                 |
| Other Income              | 1.02                    | 7.57                    |
| Total Income              | 1644.97                 | 1741.20                 |
| Total Expenses            | 1605.72                 | 1691.80                 |
| Profit/(Loss)Before Tax   | 39.25                   | 49.41                   |
| Tax                       | -                       | -                       |
| Current Tax               | 9.30                    | 15.00                   |
| Deferred Tax              | -                       | -                       |
| Net Profit After Tax      | 29.95                   | 34.41                   |

**Business performance and Segment Reporting**

The turnover of the Company has slightly declined during the year, i.e. it was Rs. 1643.96 Lacs compared to Rs. 1733.63 lacs of previous year. This has slight impact on the profitability of the Company the profit during the year was of Rs. 29.95 lacs (previous years Rs. 34.41 lacs). The company is engaged in the trading business of textiles related products which as per Accounting Standard 17 is considered the only reportable business.

**Management Discussion and Analysis Report:**

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

**Industry Overview**

The trend in slowdown in global growth continued during the year. India was the fastest growing large economy with a stable currency that performed better than the most emerging market currencies. If the industry players manage to restructure their operations as per the new realities, success will not be very hard to find now. India growth story remained reasonably positive due to stable domestic consumption, lower commodity & energy prices & hence



improving macroeconomic parameters. However there are some negative factors like drought, rising Non-Performing Assets (NPA) of Banks & low credit growth. The Company is into trading activities of textiles related products.

### **Business Overview**

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

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

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

### **Adequacy of Internal Control:**

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

### **Human Resource Development**

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

### **Manpower**

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

### **Segment-Wise Performance**

The Company is into single reportable segment only

### **Compliance**

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

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

### **Cautionary Statement**

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

### **Dividend:**

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

### **Share Capital**

The Company has not changed the capital structure during 2015-16.

### **Reserves**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 29.95 lacs has been carried forward to profit & loss account.

**Acceptance Of Fixed Deposits:**

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

**Subsidiaries, Joint Ventures and Associates Companies:**

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

**Particulars of Contract or Arrangement with Related Party**

There is no transaction with Related Party which requires disclosure under Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. There being no material related party transactions as defined under Regulation 23 of the SEBI (LODR) Regulations, 2015, there are no details to be disclosed in Form AOC - 2 in that regard. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website [www.yantranaturalltd.com](http://www.yantranaturalltd.com). All related party transactions which were entered into during the year were on arm's length basis and were in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material related party transactions under Regulation 23 of the SEBI (LODR) Regulations, 2015. There is no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company. Pursuant to Regulation 26(5) of the SEBI (LODR) Regulations, 2015, senior personnel made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest that might have been in potential conflict with the interest of the Company & same was nil.

**Loans, Investment and Guarantees by the Company**

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

**Internal Financial Controls**

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

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

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

**Directors:**

There is no change in the composition of the Board of Directors of the Company during the year under review. Mr. Dhiresht Uttamchand Munver (DIN 02782239), who was appointed as Managing Director of the Company from 1<sup>st</sup> August, 2016 for a period of 3 years, subject to approval of the Shareholders of the Company at the forthcoming AGM as per terms and conditions specified in the Notice.

**Directors Remuneration Policy**

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

**Consolidated Financial Statement**

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

**Number of Meeting of Board of Directors**

The Board of Directors have met 5 times and Independent Directors once during the year ended 31<sup>st</sup> March, 2016 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

**Declarations by Independent Director**

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

**Statutory Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. Chirag C Mehta & Co., Chartered Accountants, Mumbai, hold office up to the conclusion of 30<sup>th</sup> Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Statutory Auditors

that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

**Auditors Report:**

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

**Directors Responsibility Statement:**

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

- i. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2016 the applicable accounting standards have been followed along with proper explanation relating to material departure.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31<sup>st</sup> March, 2016.
- iii. That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. That the Directors have prepared the Annual Accounts on a going concern basis.
- v. There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.
- vi. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vii. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- viii. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2015-16.

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

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

### **Details of Committee of Directors**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2015-16 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

### **Risk Management**

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

### **Secretarial Audit Report**

A Secretarial Audit Report for the year ended 31st March, 2016 in prescribed form duly audited by the Practicing Company Secretary S K Pandey, Mumbai is annexed herewith and forming part of the report.

### **Extract of Annual Return**

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

### **Corporate Governance**

Pursuant to the SEBI (LODR) Regulations, 2015, a separate section on Corporate Governance forms part of the Annual Report. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2015-16. A declaration to this effect signed by the

Managing Director of the Company is contained in this Annual Report. The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (LODR), Regulations, 2015.

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

#### **Whistle Blower Mechanism**

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

#### **Corporate Social Responsibility (CSR)**

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

#### **Managing Director's Certificate**

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

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

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

#### **Significant and Material Orders Passed By the Regulators or Courts**

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

#### **Presentation of Financial Statements**

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2016 have been disclosed as per Schedule III to the Companies Act, 2013.

### **Statutory Disclosures**

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2015-2016 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. [www.yantranaturaltd.com](http://www.yantranaturaltd.com) as an Annexure to the Director Report. Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. [www.yantranaturaltd.com](http://www.yantranaturaltd.com) as an Annexure to the Director Report. A physical copy of the same will be made available to any shareholders on request. A cash flow statement for the year 2015-16 is attached with the Balance-Sheet.

### **Acknowledgement**

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

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

By Order of the Board  
For Yantra Natural Resources Limited

SD/-  
Dhires Munver  
Managing Director  
DIN - 02782239

SD/-  
Sunil Nagpal  
Director  
DIN - 06799707

Place: Hyderabad  
Date: 5<sup>th</sup> August, 2016



❖ **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

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

**Introduction**

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

**CSR Policy**

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

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

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

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

A committee of the Directors titled CSR Committee was constituted by the Board with the following member – Devendra Madesh (Chairman); Harshpal Singh, Rajinder Paul Singla & Dhires Munver (all members). During the year under review, the committee met 2 times during the year.

3. Average net profit of the Company for last 3 financial years prior to 2015-16: **27, 48, 383**
4. Prescribed CSR Expenditure (2% of amount as in Item No. 3): **55,000**
5. In case the Company fails to spend 2% of the average net profit of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board Report – **Not Applicable**.
6. Responsibility Statement of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company duly signed by the Director

and Chairperson of CSR Committee.

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

By Order of the Board

**For Yantra Natural Resources Limited**

SD/-

Dhiresb Munver

Managing Director

DIN - 02782239

Place: Hyderabad

Date: 5<sup>th</sup> August, 2016

SD/-

Sunil Nagpal

Director

DIN - 06799707

**ANNEXURE TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

|       |   |   |
|-------|---|---|
| (i)   | CIN   | L14297AP1988PLC074808   |
| (ii)  | Registration Date   | 01/09/1988  |
| (iii) | Name of the Company   | Yantra Natural Resources Limited  |
| (iv)  | Category / Sub-Category of the Company                                    | Company limited by shares/<br>Indian Non-Government Company   |
| (v)   | Address of the Registered Office and contact details                      | House No.1229 / 45/A4, Nandamuri Nagar Lane,<br>Nizampet Road, Hydernagar Kukutpally Municipality,<br>Hyderabad – 500072, Andhra Pradesh, India<br>Tel. No. : 040 – 40281278<br>E-mail id: yantranrltd@gmail.com  |
| (vi)  | Whether listed company Yes / No   | Yes   |
| (vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Purva Sharegistry (India) Pvt. Ltd.<br>No.9, Shiv Shakti Industrial Estate, Ground Floor,<br>J. R. BorichaMarg, Opp. Kasturba Hospital, Lower Parel,<br>Mumbai – 400 011, Maharashtra, India<br>Tel. No. : 022-23016761/8261<br>E-mail id : busicomp@vsnl.com |

**II. . PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

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

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

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

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

## (i) Category-wise Share Holding

| Category of Shareholders                                | No. of shares held at the beginning of the year 01.04.2015 |          |          |                   | No. of shares held at the end of the year 31.03.2016 |          |          |                   | % Change During the year |
|---|--|----------|----------|-------------------|--|----------|----------|-------------------|--------------------------|
|   | Demat  | Physical | Total    | % of Total Shares | Demat  | Physical | Total    | % of Total Shares |                          |
| <b>A. Promoters</b>                                     |  |          |          |                   |  |          |          |                   |                          |
| <b>(1) Indian</b>                                       |  |          |          |                   |  |          |          |                   |                          |
| (a) Individual/HUF                                      | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (b) Central Govt.                                       | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (c) State Govt. (s)                                     | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (d) Bodies Corp.  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (e) Banks/FI  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (f) Any Other   | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>Sub-Total(A)(1):</b>                                 | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>(2) Foreign</b>                                      |  |          |          |                   |  |          |          |                   |                          |
| (a) NRIs/ Individuals                                   | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (b) Other-Individuals                                   | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (c) Bodies Corp.  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (d) Banks / FI  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (e) Any Other   | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>Sub-Total(A)(2):</b>                                 | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b> | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>B. Public Shareholding</b>                           |  |          |          |                   |  |          |          |                   |                          |
| <b>(1) Institutions</b>                                 |  |          |          |                   |  |          |          |                   |                          |
| (a) Mutual Funds  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (b) Banks/FI  | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (c) Central Govt.                                       | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (d) State Govt. (s)                                     | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (e) Venture Capital Funds                               | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (f) Insurance Companies                                 | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (g) FIs   | 10328500   | 0        | 10328500 | 0.16              | 10328500   | 0        | 10328500 | 0.16              | 0                        |
| (h) Foreign Venture Capital Funds                       | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| (i) Others (specify)                                    | 0  | 0        | 0        | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>Sub-Total(B)(1):</b>                                 | 10328500   | 0        | 10328500 | 0.16              | 10328500   | 0        | 10328500 | 0.16              | 0                        |

| Category of Shareholders   | No. of shares held at the beginning of the year<br>01.04.2015 |          |            |                             | No. of shares held at the end of the year<br>31.03.2016 |          |            |                         | % Change<br>During<br>the year |
|--|---|----------|------------|-----------------------------|---|----------|------------|-------------------------|--------------------------------|
|  | Demat   | Physical | Total      | % of<br>Total<br>Shar<br>es | Demat   | Physical | Total      | % of<br>Total<br>Shares |                                |
| <b>(2) Non-Institutions</b>  |   |          |            |                             |   |          |            |                         |                                |
| (a) Bodies Corp.   |   |          |            |                             |   |          |            |                         |                                |
| (i) Indian   | 5344326728  | 60686500 | 5405013228 | 86.06                       | 5461478916  | 60686500 | 5522165416 | 87.93                   | 1.87                           |
| (ii) Overseas  | 0   | 0        | 0          | 0                           | 0   | 0        | 0          | 0                       | 0                              |
| (b) Individuals  |   |          |            |                             |   |          |            |                         |                                |
| (i) Individual Shareholders holding nominal share capital up to Rs. 1 lakh         | 96925416  | 303444   | 97228860   | 1.55                        | 112283254   | 303444   | 112586698  | 1.79                    | 0.24                           |
| (ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh | 631551717   | 63180250 | 694731967  | 11.06                       | 498834344   | 63180250 | 562014594  | 8.95                    | (2.11)                         |
| (c) Others Clearing Members  |   |          |            |                             |   |          |            |                         |                                |
| * N.R.I. (NON-REPAT)   | 1659603   | 0        | 1659603    | 0.03                        | 640603  | 0        | 640603     | 0.01                    | (0.02)                         |
| * N.R.I. (REPAT)   | 16597728  | 0        | 16597728   | 0.26                        | 6507956   | 0        | 6507956    | 0.1                     | (0.16)                         |
| * Foreign Corporate Bodies   | 0   | 0        | 0          | 0                           | 0   | 0        | 0          | 0                       | 0                              |
| * Trust  | 0   | 0        | 0          | 0                           | 0   | 0        | 0          | 0                       | 0                              |
| * Hindu Undivided Family   | 51082196  | 0        | 51082196   | 0.81                        | 32611559  | 0        | 32611559   | 0.52                    | (0.29)                         |
| * Employee   | 0   | 0        | 0          | 0                           | 0   | 0        | 0          | 0                       | 0                              |
| * Clearing Members   | 3847168   | 0        | 3847168    | 0.06                        | 33633924  | 0        | 33633924   | 0.54                    | 0.47                           |
| * Depository Receipts  | 0   | 0        | 0          | 0                           | 0   | 0        | 0          | 0                       | 0                              |

|  |            |           |            |       |            |           |            |       |   |
|--|------------|-----------|------------|-------|------------|-----------|------------|-------|---|
| * Other Directors & Relatives                      | 0          | 0         | 0          | 0     | 0          | 0         | 0          | 0     | 0 |
| (d) HUF  |            |           |            |       |            |           |            |       |   |
| (i) Repat  |            |           |            |       |            |           |            |       |   |
| (ii) Non-Repatriated                               |            |           |            |       |            |           |            |       |   |
| <b>Sub-Total(B)(2):</b>                            | 6145990556 | 124170194 | 6270160750 | 99.84 | 6145990556 | 124170194 | 6270160750 | 99.84 | 0 |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b> | 6156319056 | 124170194 | 6280489250 | 100   | 6156319056 | 124170194 | 6280489250 | 100   | 0 |
| C. Shares held by custodian for GDRs & ADRs        | 0          | 0         | 0          | 0     | 0          | 0         | 0          | 0     | 0 |
| <b>Grand Total (A+B+C)</b>                         | 6156319056 | 124170194 | 6280489250 | 100   | 6156319056 | 124170194 | 6280489250 | 100   | 0 |

## (ii) Shareholding of Promoters

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

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

| Sl. No. |   | Shareholding at the beginning of the year 01.04.2015 |                                  | Cumulative Shareholding during the year 31.03.2016 |                                  |
|---------|---|--|----------------------------------|--|----------------------------------|
|         |   | No. of shares  | % of total shares of the company | No. of Shares                                      | % of total shares of the company |
|         | At the beginning of the year  | NIL  |                                  |  |                                  |
|         | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.) | NIL  |                                  |  |                                  |
|         | At the end of the year  | NIL  |                                  |  |                                  |

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

| Sr. No. | Top 10 shareholders                     | Shareholding at the beginning of the year 01.04.2015                     |                                  | Transaction During the Year |                                    |        | Cumulative Shareholding at the end of the year 31.03.2016 |                                  |
|---------|---|--|----------------------------------|-----------------------------|------------------------------------|--------|---|----------------------------------|
|         |   | No. of shares at the beginning (01.04.2015) / end of the year 31.03.2016 | % of total Shares of the Company | Date of Transaction         | Increase/ Decrease in shareholding | Reason | No. of shares   | % of total Shares of the Company |
| 1       | HARRODS CONSTRUCTION PRIVATE LIMITE     | 406875000  | 6.48                             | 01/04/2015                  |                                    |        |   |                                  |
|         |   |  | (6.48)                           | 10/07/2015                  | (406875000)                        | Sell   |   |                                  |
|         |   | 0  | 0                                | 31/03/2016                  |                                    |        | 0   | 0                                |
| 2       | KRYSTALKLEAR PROPERTIES PRIVATE LIMITED | 393750000  | 6.27                             | 01/04/2015                  |                                    |        |   |                                  |
|         |   |  | (4.78)                           | 05/06/2015                  | (300000000)                        | Sell   | 93750000  | 1.49                             |
|         |   |  | (0.3)                            | 12/06/2015                  | (18981700)                         | Sell   | 74768300  | 1.19                             |
|         |   |  | 3.18                             | 24/07/2015                  | 200000000                          | Buy    | 274768300   | 4.37                             |
|         |   |  | (1.59)                           | 07/08/2015                  | (100000000)                        | Sell   | 174768300   | 2.78                             |
|         |   |  | (0.4)                            | 14/08/2015                  | (25000000)                         | Sell   | 149768300   | 2.38                             |
| 3       | SNEHIL REAL ESTATE PRIVATE LIMITED      | 149768300  | 2.38                             | 31/03/2016                  |                                    |        | 149768300   | 2.38                             |
|         |   | 393750000  | 6.27                             | 01/04/2015                  |                                    |        |   |                                  |
| 4       | SOUTHMINT REAL ESTATE PRIVATE LIMIT     | 393750000  | 6.27                             | 31/03/2016                  |                                    |        | 393750000   | 6.27                             |
|         |   | 385000000  | 6.13                             | 01/04/2015                  |                                    |        |   |                                  |
| 5       | GILL ENTERTAINMENT PRIVATE LIMITED      | 385000000  | 6.13                             | 31/03/2016                  |                                    |        | 385000000   | 6.13                             |
|         |   | 358125000  | 5.7                              | 01/04/2015                  |                                    |        |   |                                  |
| 5       | GILL ENTERTAINMENT PRIVATE LIMITED      |  | (0.11)                           | 01/05/2015                  | (6804481)                          | Sell   | 351320519   | 5.59                             |
|         |   |  | 0.01                             | 12/06/2015                  | 700000                             | Buy    | 352020519   | 5.6                              |
|         |   |  | (5.6)                            | 19/06/2015                  | (352020519)                        | Sell   | Nil   | 0                                |
|         |   | 0  | 0                                | 31/03/2016                  | 0                                  |        | 0   | 0                                |
| 6       | ROSEWOOD VINTRADE PRIVATE LIMITED       |  |                                  |                             |                                    |        |   |                                  |
|         |   | 345975000  | 5.51                             | 01/04/2015                  |                                    |        |   |                                  |
| 7       | ICEBIT REALITY PRIVATE LIMITED          | 345975000  | 5.51                             | 31/03/2016                  |                                    |        | 345975000   | 5.51                             |
|         |   | 297500000  | 4.74                             | 01/04/2015                  |                                    |        |   |                                  |
|         |   |  | (0.13)                           | 14/08/2015                  | (7891161)                          | Sell   | 289608839   | 4.61                             |
| 8       | LONGSEAL MACHINARY PRIVATE LIMITED      |  | (0.17)                           | 21/08/2015                  | (10800000)                         | Sell   | 278808839   | 4.44                             |
|         |   | 278808839  | 4.44                             | 31/03/2016                  |                                    |        | 278808839   | 4.44                             |
|         |   | 250421960  | 3.99                             | 01/04/2015                  |                                    |        |   |                                  |
|         |   |  | 0.05                             | 31/07/2015                  | 3111200                            | Buy    | 253533160   | 4.04                             |
| 8       | LONGSEAL MACHINARY PRIVATE LIMITED      |  | (0.05)                           | 07/08/2015                  | (3000000)                          | Sell   | 250533160   | 3.99                             |
|         |   |  | (0.05)                           | 14/08/2015                  | (2939156)                          | Sell   | 247594004   | 3.94                             |
|         |   |  | (0.03)                           | 21/08/2015                  | (1942960)                          | Sell   | 245651044   | 3.91                             |
|         |   |  | 0.02                             | 28/08/2015                  | 1512410                            | Buy    | 247163454   | 3.94                             |
|         |   |  | (0.07)                           | 23/09/2015                  | (4663454)                          | Sell   | 242500000   | 3.86                             |
|         |   |  | (1.03)                           | 31/12/2015                  | (65000000)                         | Sell   | 177500000   | 2.83                             |
|         |   | 177500000  | 2.83                             | 31/03/2016                  |                                    |        | 177500000   | 2.83                             |
|         |   | 201250000  | 3.2                              | 01/04/2015                  |                                    |        |   |                                  |
| 9       | ASBN COMMODITIES & FINESERVE PRIVAT     |  | 0.79                             | 01/05/2015                  | 49485482                           | Buy    | 250735482   | 3.99                             |
|         |   |  | 0.37                             | 08/05/2015                  | 23475000                           | Buy    | 274210482   | 4.37                             |
|         |   | 274210482  | 4.37                             | 31/03/2016                  |                                    |        | 274210482   | 4.37                             |
| 10      | AMRAPALI AADYA TRADING & INVESTMENT     | 181250000  | 2.89                             | 01/04/2015                  |                                    |        |   |                                  |
|         |   |  | 0                                | 10/04/2015                  | 50000                              | Buy    | 181300000   | 2.89                             |
|         |   |  | 0.01                             | 08/05/2015                  | 500000                             | Buy    | 181800000   | 2.89                             |
|         |   |  | (0.01)                           | 15/05/2015                  | (500000)                           | Sell   | 181300000   | 2.89                             |
|         |   |  | (2.89)                           | 30/06/2015                  | (181300000)                        | Sell   | 0   | 0                                |
|         | 0                                       | 0  | 31/03/2016                       |                             |                                    | 0      | 0   |                                  |

## (v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name | Shareholding at the beginning of the year 01.04.2015                     |                                  | Date of Transaction | Increase / Decrease in shareholding | Reason | Cumulative Shareholding during at the end of the year 31.03.2016 |                                  |
|---------|------|--|----------------------------------|---------------------|-------------------------------------|--------|--|----------------------------------|
|         |      | No. of shares at the beginning (01.04.2015) / end of the year 31.03.2016 | % of total Shares of the Company |                     |                                     |        | No. of shares  | % of total Shares of the Company |
| NIL     |      |  |                                  |                     |                                     |        |  |                                  |

## V. INDEBTEDNESS

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

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

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

## B. Remuneration to other directors:

(Rs. In Lacs)

| Sr. No. | Particulars of Remuneration                    |     |     | Total Amount |
|---------|--|-----|-----|--------------|
|         |  |     |     |              |
| 1       | <b>Independent Directors</b>                   |     |     |              |
|         | • Fee for attending board / committee meetings | NIL | NIL | NIL          |
|         | • Commission                                   | NIL | NIL | NIL          |



|          |  |  |            |                     |
|----------|--|--|------------|---------------------|
|          | • Others, please specify                       | NIL  | NIL        | NIL                 |
|          | <b>Total (1)</b>                               | <b>NIL</b>   | <b>NIL</b> | <b>NIL</b>          |
| <b>2</b> | <b>Other Non-Executive Directors</b>           |  |            | <b>Total Amount</b> |
|          | • Fee for attending board / committee meetings | NIL  | NIL        | NIL                 |
|          | • Commission                                   | NIL  | NIL        | NIL                 |
|          | • Others, please specify                       | NIL  | NIL        |                     |
|          | <b>Total (2)</b>                               | <b>NIL</b>   | <b>NIL</b> |                     |
|          | <b>Total (B)=(1+2)</b>                         | <b>NIL</b>   | <b>NIL</b> |                     |
|          | <b>Total (A)</b>                               | <b>NIL</b>   | <b>NIL</b> |                     |
|          | <b>Total Managerial Remuneration</b>           | <b>NIL</b>   | <b>NIL</b> |                     |
|          | Overall Ceiling as per the Act                 | The remuneration is well within the limits prescribed under the Companies Act, 2013. |            |                     |

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

(Rs. In Lakhs)

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

**VII. Penalties / Punishment / Compounding of Offences:**

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

**VIII. Other Officers in Default**

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

By Order of the Board  
For Yantra Natural Resources Limited  
SD/-

SD/-

Dhiresb Munver  
Managing Director  
DIN - 02782239  
Place: Hyderabad  
Date: 5<sup>th</sup> August, 2016

Sunil Nagpal  
Director  
DIN - 06799707

**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FORTHE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

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

To,  
The Members,  
**M/s. Yantra Natural Resources Limited**  
CIN: L14297AP1988PLC074808  
House No.1-2-29/45/A4,  
Nandamuri Nagar Lane,  
Nizampet Road,  
Hydernagar Kukutpally Municipality,  
Hyderabad - 500072

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yantra Natural Resources Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Yantra Natural Resources Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Yantra Natural Resources Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable to the Company;**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not Applicable to the Company;**
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company;**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to Company;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable;**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agents;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to Company;** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not Applicable to Company;**

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

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited;

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

- I. **The Company has filed certain Forms with ROC with delay fees during the year.**
- II. **The Company has not appointed Company Secretary during the year. However the management is taking the necessary step for regularizing the same.**
- III. **The trading in the securities of the Company was suspended by BSE Limited & Company has submitted various documents required by BSE.**

I further report that;

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Since Minutes books is not updated, hence we cannot comment whether majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the company has;

- I. **Not taken any corporate action during the year.**

SD/-

**(S. K. Pandey)**

Practicing Company Secretaries

C P No. 5484

ACS 8546

Date: 5<sup>th</sup> August 2016

Place: Mumbai

**Annexure –A to Secretarial Audit Report dated 5 August 2016**

To,  
The Members,  
**M/s. Yantra Natural Resources Limited**  
CIN: L14297AP1988PLC074808  
House No.1-2-29/45/A4,  
Nandamuri Nagar Lane,  
Nizampet Road,  
Hydernagar Kukutpally Municipality,  
Hyderabad - 500072

Our Secretarial Audit Report dated 5<sup>th</sup> August 2016 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

SD/-

**(S. K. Pandey)**  
Practicing Company Secretaries  
C P No. 5484  
ACS 8546  
Date: 5<sup>th</sup> August 2016  
Place: Mumbai

## **CORPORATE GOVERNANCE REPORT**

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2015-16 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

### **Company's Philosophy On Code Of Corporate Governance**

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

### **Board Of Directors**

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

### **Information supplied to the Board**

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

### **Orderly succession to Board and Senior Management**

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

### **Code of Conduct**

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

### **Maximum tenure of Independent Directors**

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

### **Formal Letter of Appointment to Independent Directors**

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

### **Directors' Interest in the Company**

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

### **Responsibilities & Functions of Board of Directors**

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

- (i) Disclosure of information:
  - (1) Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
  - (2) The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.
- (ii) Key functions of the Board of Directors-
  - (1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and Corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
  - (2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
  - (3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
  - (4) Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
  - (5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
  - (6) Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
  - (7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in

particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

- (8) Overseeing the process of disclosure and communications.
- (9) Monitoring and reviewing Board of Director's evaluation framework.

iii) Other responsibilities:

1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
2. The Board of Directors shall set a corporate culture and the values by which executives Throughout a group shall behave.
3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
8. The Board of Directors shall consider assigning a sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
9. The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
10. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
11. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
13. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

### **Performance Evaluation**

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

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting. The criteria are placed on the Company's website [www.yantranaturalltd.com](http://www.yantranaturalltd.com).
- Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
- A consolidated summary of the ratings given by each of the director was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and the Directors during the year under review.

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

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

Details on the evaluation carried out by the independent directors at their meeting held on 30<sup>th</sup> March, 2016 have been furnished in a separate Para elsewhere in this Report.

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

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

#### **Independent Directors Meeting**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 30<sup>th</sup> March, 2016, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

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

All independent directors were present at the meeting.

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



## **Remuneration of Directors**

### **Pecuniary transactions with non-executive directors**

During the year under review, there were no pecuniary transactions with any non-executive director of the Company.

The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

### **Criteria of making payments to non-executive directors**

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)

### **Non-executive directors**

Non-executive directors are paid sitting fees and commission as earlier stated in this Report.

### **Managing Director**

During the year under review, the Company not paid any remuneration to Dhiresht Uttamchand Munver, Managing Director of the Company as provided in detail in an annexure to the Directors' Report in section VI (A) of Form MGT-9, i.e. extract of the Annual Return

Managing Director is entitled to superannuation benefits payable in the form of an annuity from an approved life insurance company, which form part of the perquisites allowed to him. No pension is paid by the Company.

### **Details of Remuneration to directors**

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive.

In 2015-16, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2015-16 are provided in an annexure to the Directors' Report in section VI (B) of Form MGT-9, i.e. extract of the Annual Return.

### **Compliances regarding Insider Trading**

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

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and

- b. Code of Conduct to Regulate, Monitor and Report Trading by its employees and other Connected persons.

The said codes are being adhered to.

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

#### **Familiarization of Independent Directors**

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

#### **Composition of Board**

The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on the date of this report, the Board Strength consists of in all 9 directors. Out of them, 5 are non-executive Independent directors, 3 are Non-Executive Non-Independent Director and 1 is Managing Director. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals. The number of Directorships, Committee Membership/Chairmanship of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **❖ Meetings of the Board of Director**

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

During the Financial Year 2015-16, Five Board Meetings were held on the following dates:

1. 29<sup>th</sup> May, 2015
2. 13<sup>th</sup> August, 2015
3. 20<sup>th</sup> August, 2015
4. 30<sup>th</sup> October, 2015
5. 12<sup>th</sup> February, 2016

#### ❖ 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 2016, 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                                 | 5                            | Yes                        | 2                             | 1   | 3         |
| 2       | Rajinder Singla                                | 4                            | Yes                        | None                          | None  | None      |
| 3       | Girish Aggarwal                                | 4                            | No                         | None                          | None  | None      |
| 4       | Vijay Devlekar                                 | 5                            | Yes                        | None                          | None  | None      |
| 5       | Devendra Madesh                                | 5                            | Yes                        | None                          | None  | None      |
| 6       | Srikanth Ginjupalli                            | 5                            | Yes                        | None                          | None  | None      |
| 7       | Harshpal Singh<br>(appointed on 12/08/2015)    | 3                            | No                         | None                          | None  | None      |
| 8       | Sunil Vishindas Nagpal                         | 4                            | No                         | None                          | None  | None      |
| 9       | Reshma Rajesh<br>Malagavakar                   | 3                            | No                         | 2                             | 1   | 3         |

#### Notes

(\*) Includes directorships held in public limited Companies only.

Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.

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

#### COMMITTEES OF THE BOARD

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

The Board has constituted following Committees of Directors:

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

### **Audit Committee**

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

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
2. To review and examine with management the quarterly financial results before submission to the Board;
3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to – matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the draft audit report;
4. To review management discussion and analysis of financial condition and results of operations;
5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;

6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
9. To review and monitor the Auditor independence and performance, and effectiveness of audit process;
10. To review the performance of statutory and internal auditors, adequacy of the Internal Control System;
11. To discuss with statutory auditors before the audit commences about the nature & scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To recommend appointment, removal, remunerations and terms of appointment of Internal Auditor of the Company;
13. To scrutinize inter-corporate loans and investments made by the Company;
14. To review the adequacy of the Internal Audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage & frequency of internal audit, discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
15. To evaluate internal financial controls and risk management systems;
16. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
17. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
18. To review the functioning of the Whistle blower mechanism.
19. To review the Company's financial and risk management policies.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, creditors & shareholders (in case of non-payment of declared dividends).
21. To review the statement of uses/application of funds raised through an issue (public issue; rights issue, preferential issue, etc), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendations to the Board to take steps in the matter.
22. To carry out any other function as mentioned in the terms of reference of the audit committee.
23. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.
24. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.

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

**Meetings of the Committee:**

The Committee met Four times during the financial year 2015-16 on i.e. 29<sup>th</sup> May, 2015; 13<sup>th</sup> August, 2015; 30<sup>th</sup> October, 2015 & 12<sup>th</sup> February, 2016.

**Constitution of the Committee:**

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

The Composition of the Committee, together with the details of the attendance of each member as at 31<sup>st</sup> March, 2016 is given below:

| Sr. No. | Name of the Director | Designation | Meetings Attended | Category                               |
|---------|----------------------|-------------|-------------------|--|
| 1.      | Srikanth Ginjupalli  | Chairman    | 4                 | Non- Executive Independent Director    |
| 2.      | Dhires Munver        | Member      | 4                 | Managing Director / Compliance Officer |
| 3.      | Vijay Devlekar       | Member      | 4                 | Non- Executive Independent Director    |
| 4.      | Rajendra Paul Singla | Member      | 3                 | Executive Director                     |
| 5.      | Sunil Nagpal         | Member      | 3                 | Non- Executive Independent Director    |

❖ **Stakeholders Relationship Committee**

**Terms of the Committee:**

1. To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of dividends, transmission, split, consolidation of share certificates and matters related thereto.
2. To ensure expeditious share transfer process.
3. To evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.
4. To provide guidance and make recommendations to improve investors service level to the investors.
5. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

**Details of Pending Investor Grievances and Compliance Officer:**

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

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

Name : Mr. Dhires Munver

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

Municipality, Hyderabad - 500072

Email Id: yantranrltd@gmail.com

### **Composition & Meeting**

The Committee comprises of 4 Non-Executive Independent Directors, namely Mr. Sunil Nagpal (Chairman), Mrs. Reshma Rajesh Malagavakar, Mr. Srikanth Ginjupalli & Mr. Devendra Madesh as Member of the committee.

### **Responsibilities of Compliance Officer**

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

- a) Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- b) Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- c) Ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- d) Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

### **❖ ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

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

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

No Stock option has been allotted to any of the Directors during the financial year 2015-2016. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under SEBI (LODR) Regulations, 2015 and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the

industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors. .

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

- ❖ Role of committee shall, inter-alia, include the following:
  1. To determine/recommend the criteria for determining appointment, qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remunerations of directors, Key Managerial personal and other employees.
  2. To formulate the criteria for evaluation of performance of independent directors and the board of directors.
  3. To devise a policy on desired age and diversity of board of directors.
  4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
  5. To review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, etc.

#### **Composition**

The composition of the Remuneration Committee is Mrs. Reshma Rajesh Malagavakar (Chairman), Mr. Vijay Devlekar, Mr. Girish Agarwal, Mr. Harshpal Singh and Mr. Dhires Munver as members of the committee.

#### **Subsidiary Company**

The Company does not have any subsidiary companies.

#### **Disclosures:**

- ❖ During the financial year 2015-16, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- ❖ There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.



- ❖ The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- ❖ The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- ❖ The Company is in compliance with all mandatory requirements of Listing Regulations.

#### **Preventing Conflict of Interest**

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

### **Affirmation and Disclosure**

- ❖ All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31<sup>st</sup> March, 2016 and a declaration to that effect signed by the Executive Director and CEO is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company; however there were no material, financial or commercial transaction between the Company and the Independent Directors.
- ❖ All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

### **Commodity price risk or foreign exchange risk and hedging activities**

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

### **Whistle Blower Policy**

- ❖ The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.
- ❖ The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

**Details of General Meetings:****❖ Annual General Meetings:**

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

| Year    | Day, Date and Time  | Venue   | Special Resolutions Passed                           |
|---------|---|---|--|
| 2012-13 | Saturday, 27 <sup>th</sup><br>September, 2013 at 10.00<br>a.m.  | House No. 1-2-<br>29/45/ A4,Nandamuri Nagar<br>Lane, Nizampet Road,<br>Hydernagar, Kukutpally<br>Municipality, Hyderabad-500072 | No Special Resolution was passed at this<br>meeting. |
| 2013-14 | Saturday, 27 <sup>th</sup><br>September, 2014 at 10.00<br>a.m.  | HouseNo.1-2-<br>29/45/ A4,Nandamuri Nagar Lane,<br>Nizampet Road, Hydernagar,<br>Kukutpally Municipality,<br>Hyderabad-500072   | No Special Resolution was passed at this<br>meeting. |
| 2014-15 | Wednesday, 30 <sup>th</sup><br>September, 2015 at 10.00<br>a.m. | HouseNo.1-2-<br>29/45/ A4,Nandamuri Nagar Lane,<br>Nizampet Road, Hydernagar,<br>Kukutpally Municipality,<br>Hyderabad-500072   | No Special Resolution was passed at this<br>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  |
|---------|----------------------------------|--|---|
| 2012-13 | 10 <sup>th</sup> January, 2013.  | HouseNo.1-2-<br>29/45/ A4,NandamuriNagarLane,<br>NizampetRoad,Hydernagar,Kukutpall<br>yMunicipality,Hyderabad-500072 | (i) Increase in authorized capital<br>from Rs. 75 crore to Rs. 650<br>crore (divided into 650,00,00,000<br>equity shares of Re. 1/- each)<br>(ii) Alteration in capital clause of<br>MOA.<br>(iii) Issue of 125 crore convertible<br>equity warrants.<br>(iv) Issue of 137, 33, 13,750 equity<br>shares of Re. 1/- each as bonus<br>shares in the ratio of 5:2. |
| 2013-14 | No EOGM held<br>during this F.Y. | N.A.   | N.A.  |
| 2014-15 | No EOGM held<br>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> day of September, 2016 at 10.00 a.m. at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana. |
| Listing on Stock Exchanges                   | The Equity Shares of the Company are listed on the BSE Limited   |

**❖ Market Share Price Data:**

Monthly high and low quotations and volume of shares traded on BSE LTD for Financial Year 2015-16 are;

| Month  | High | Low  | Number of Shares |
|--------|------|------|------------------|
| Apr-15 | 0.08 | 0.06 | 437,30,136       |
| May-15 | 0.08 | 0.05 | 405,62,321       |
| Jun-15 | 0.07 | 0.05 | 325,92,211       |
| Jul-15 | 0.18 | 0.05 | 1817,11,734      |
| Aug-15 | 0.34 | 0.18 | 3327,58,251      |

**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 with in a period of 5 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute.

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

**SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 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, 2016, Are As Follows;**

| Sr. No. | Range              | No. of Shareheld | Percentage of Total Shares | Amountof the Shares | % ofholding    |
|---------|--------------------|------------------|----------------------------|---------------------|----------------|
| 1       | UPTO 5,000         | 2731             | 37.57                      | 5652944             | 0.09           |
| 2       | 5,001 - 10,000     | 1001             | 13.77                      | 8587328             | 0.14           |
| 3       | 10,001 - 20,000    | 792              | 10.89                      | 12566813            | 0.20           |
| 4       | 20,001 - 30,000    | 469              | 6.45                       | 12078851            | 0.19           |
| 5       | 30,001 - 40,000    | 310              | 4.26                       | 11118609            | 0.18           |
| 6       | 40,001 - 50,000    | 330              | 4.54                       | 15957443            | 0.25           |
| 7       | 50,001 - 1,00,000  | 699              | 9.61                       | 55688471            | 0.89           |
| 8       | 1,00,001 and Above | 938              | 12.90                      | 6158838791          | 98.06          |
|         | <b>Total</b>       | <b>7270</b>      | <b>100.00%</b>             | <b>6280489250</b>   | <b>100.00%</b> |

❖ **Shareholding Pattern as on 31<sup>st</sup> March, 2016**

| Sr. Nos. | Category                                       | No. of Share held | %of Shareholding |
|----------|--|-------------------|------------------|
| A        | Promoters                                      | 0                 | 0                |
| 1.       | Individuals/HUF                                | 0                 | 0                |
|          | TOTAL(A)                                       | 0                 | 0                |
| B        | Public Shareholding                            |                   |                  |
|          | Institutions                                   | 10328500          | 0.16             |
|          | Non-Institutions                               |                   |                  |
| 1.       | Bodies Corporate                               | 5522165416        | 87.93            |
| 2.(a)    | Individual Shareholders holding up to Rs.1 Lac | 112586698         | 1.79             |
| (b)      | Individual Shareholders holding above Rs.1 Lac | 562014594         | 8.95             |
| 3.       | NRIs/HUF's/ Clearing Members                   | 73394042          | 11.69            |
|          | TOTAL(B)                                       | 6280489250        | 100.00           |
|          | TOTAL(A+B)                                     | 6280489250        | 100.00           |

❖ **Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ADRs.

❖ **Dematerialization of Shares and Liquidity:**

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

As on 31st March, 2016, 6156319056 equity shares constituting 98.02% of the paid-up equity capital of the Company stood dematerialized.

❖ **Total Number of shares dematerialized as on 31.03.2016**

| Depository   | No. of Shares | %of Paid up Capital |
|--------------|---------------|---------------------|
| NSDL         | 1197621117    | 19.07               |
| CDSL         | 4958697939    | 78.95               |
| Physical     | 124170194     | 1.98                |
| <b>Total</b> | 6280489250    | 100.00              |

❖ **Financial Calendar (Tentative):**

|                        |  |
|------------------------|--|
| Financial Year         | : 01 April, 2016- 31 <sup>st</sup> March, 2017 |
| First quarter result   | : 14 <sup>th</sup> August, 2016.               |
| Half-yearly results    | : 14 <sup>th</sup> November, 2016              |
| Third quarter results  | : 14 <sup>th</sup> February, 2017              |
| Annual results         | : End of May, 2017                             |
| Annual General Meeting | : September, 2017                              |

❖ **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.

### **Non Mandatory Requirements**

**i) The Board**

At present, there is no separate office in the Company for use of Chairman.

**ii) Shareholders Rights**

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

**iii) Audit Qualifications**

There is no audit qualification. Every endeavour is made to make the financial statements without qualification.

**iv) Separate posts of Chairman and Chief Executive Officer**

The Company does not have any Chairman. A separate person is Executive Director of the Company.

**v) Reporting of Internal Auditors**

Reports of Internal Auditors are placed before the Audit Committee for its review.

By Order of the Board  
For Yantra Natural Resources Limited

SD/-  
Dhiresb Munver  
Managing Director  
DIN - 02782239

SD/-  
Sunil Nagpal  
Director  
DIN - 06799707

Place: Hyderabad  
Date: 5<sup>th</sup> August, 2016

CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
Yantra Natural Resources Limited

We have examined the compliance of conditions of Corporate Governance by Yantra Natural Resources Limited for the year ended on 31st March, 2016 as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub - regulation (1) of regulation 46 and Para C, D, and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

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

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

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

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

SD/-  
(Chirag Mehta)  
Proprietor  
M. Ship No.: 122852  
Place: Mumbai.  
Date: 5<sup>th</sup> August, 2016

**CERTIFICATE ON FINANCIAL STATEMENTS**

To,  
The Members,  
Yantra Natural Resources Limited

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

1. We have reviewed the financial statements and the cash flow statements for the financial year 2014-15 and to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
  - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.
6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board  
For Yantra Natural Resources Limited  
SD/-  
Dhiresh Munver  
Managing Director  
DIN - 02782239

SD/-  
Sunil Nagpal  
Director  
DIN - 06799707

Place: Hyderabad  
Date: 5<sup>th</sup> August, 2016



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF YANTRA NATURAL RESOURCES LIMITED

#### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Yantra Natural Resources Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

#### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### AUDITOR'S RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of internal financial controls over the financial reporting of the Company and the Operating effectiveness of such controls, refer to our separate report in "**Annexure-B**", and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
    - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company.

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

SD/-

**CHIRAG C. MEHTA**  
**Proprietor**  
**Membership No.: 122852**  
Place : Hyderabad  
Dated: 27.05.2016

## Annexure A to the Auditor's Report

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

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As explained to us, some of the fixed assets were physically verified during the year by the Management as per programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - (c) According, to the information and explanation given to us and on the basis of examination of records of the Company, No immovable properties are held by the Company.
- ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii) During the year the company has not granted any Loans, secured or Unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to loans and investment made.
- v) The company has not accepted any deposits from the public within the meaning of section 73 of the Act and the rules framed the under.
- vi) As informed to us, the Central Government has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act in respect of the business of the company.
- vii) a) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing its undisputed statutory dues such as Provident Fund, Employees' State Insurance, Income tax, Wealth tax, Service tax and any other material statutory dues whichever is applicable to the company with the appropriate authorities during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, service tax, and any other material statutory dues were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
  - b) As at 31st March, 2016, the following are the particulars of dues on account of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess matters that have not been deposited on account of dispute:

| Name of the Statute  | Nature of the dues | Dispute Amount (Rs. in Lac) | Period to which the amount relates | Forum where pending                                       |
|----------------------|--------------------|-----------------------------|------------------------------------|---|
| Income Tax Act, 1961 | Income Tax         | Rs. 9.29 Lacs               | A.Y. 2010-11                       | Appeal to the Commissioner of Income-tax (Appeals) Mumbai |
| Income Tax Act, 1961 | Income Tax         | Rs.18.67 Lacs               | A.Y. 2011-12                       | Appeal to the Commissioner of Income-tax (Appeals) Mumbai |
| Income Tax Act, 1961 | Income Tax         | Rs.29.54 Lacs               | A.Y. 2012-13                       | Appeal to the Commissioner of Income-tax (Appeals) Mumbai |

|                      |            |                |              |   |
|----------------------|------------|----------------|--------------|---|
| Income Tax Act, 1961 | Income Tax | Rs.32.90 Lacs  | A.Y. 2013-14 | Appeal to the Commissioner of Income-tax (Appeals) Mumbai |
| Income Tax Act, 1961 | Income Tax | Rs. 32.36 Lacs | A.Y. 2014-15 | Appeal to the Commissioner of Income-tax (Appeals) Mumbai |

- viii) According to the information and explanations given to us and based on the records of the company examined by us, the company does have any borrowing from any financial institutions or bank and does not issue any debentures as at the balance sheet date. Accordingly clause (viii) of paragraph 3 of the Order is not applicable.
- ix) The company has generally applied the amount raised by it by way of term loans, debt instruments for the purpose for which those loans were obtained, other than temporary deployment pending application of those funds. The company did not raise money by way of initial public offer or further public offer during the year.
- x) According to the information and explanation given to us, no material fraud on or by company has been noticed or reported during the year.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided managerial remuneration. Accordingly, clause (xi) of paragraph 3 of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For CHIRAG C MEHTA & CO.**  
**Chartered Accountants**  
**F R No.: 132696W**  
**SD/-**

**CHIRAG C. MEHTA**  
**Proprietor**  
**Membership No.: 122852**

Place : Hyderabad  
Dated: 27.05.2016

## **Annexure B to the Auditor’s Report**

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

We have audited the internal financial controls over financial reporting of **Yantra Natural Resources Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITORS’ RESPONSIBILITY**

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**SD/-**  
**CHIRAG C. MEHTA**  
**Proprietor**  
**Membership No.: 122852**

Place : Hyderabad  
Dated: 27.05.2016

| BALANCE SHEET AS AT 31ST MARCH, 2016  |      | (Amount in Rs)        |                       |
|---------------------------------------|------|-----------------------|-----------------------|
| Particular                            | Note | As at                 | As at                 |
|                                       |      | 31st March, 2016      | 31st March, 2015      |
| <b>I. EQUITY AND LIABILITIES</b>      |      |                       |                       |
| <b>(1) Shareholder's Funds</b>        |      |                       |                       |
| (a) Share Capital                     |      |                       |                       |
| (i) Equity Share Capital              | 3    | 6,28,04,89,250        | 6,28,04,89,250        |
| (b) Reserves and Surplus              | 4    | 40,43,99,788          | 40,14,04,456          |
| <b>(3) Non-Current Liabilities</b>    |      |                       |                       |
| (a) Other Long term liabilities       | 5    | 1,22,50,000           | 1,75,25,000           |
| <b>(4) Current Liabilities</b>        |      |                       |                       |
| (a) Trade payables                    | 6    | 5,49,69,220           | 3,93,66,236           |
| (b) Other current liabilities         | 7    | 10,81,40,646          | 10,50,82,816          |
| (c) Short-term provisions             | 8    | 52,03,954             | 42,75,954             |
| <b>Total Equity &amp; Liabilities</b> |      | <b>6,86,54,52,858</b> | <b>6,84,81,43,712</b> |
| <b>II. ASSETS</b>                     |      |                       |                       |
| <b>(1) Non-current assets</b>         |      |                       |                       |
| (a) Fixed assets                      |      |                       |                       |
| (i) Tangible assets                   | 9    | 3,71,381              | 14,53,797             |
| (b) Non-current investments           | 10   | 1,13,38,06,385        | 1,54,40,16,482        |
| (c) Deferred tax assets (net)         | 11   | 5,11,698              | 5,11,697              |
| (d) Long term loans and advances      | 12   | 86,93,48,495          | 17,62,84,495          |
| (e) Other non-current assets          | 13   | 1,66,47,999           | 1,66,47,999           |
| <b>(2) Current assets</b>             |      |                       |                       |
| (b) Inventories                       | 14   | 59,51,920             | 0                     |
| (c) Trade receivables                 | 15   | 29,30,51,882          | 27,24,73,878          |
| (d) Cash and cash equivalents         | 16   | 1,66,242              | 10,62,997             |
| (e) Short-term loans and advances     | 17   | 4,53,37,90,771        | 4,82,38,86,282        |
| (f) Other current assets              | 18   | 1,18,06,085           | 1,18,06,085           |
| <b>Total Assets</b>                   |      | <b>6,86,54,52,858</b> | <b>6,84,81,43,712</b> |

Significant Accounting Policies & Notes on financial statements 1 to 34

As per report of our even date attached

For Chirag C Mehta & Co.  
**CHARTERED ACCOUNTANTS**  
 FIRMS REGISTRATION NO. 132696W

For and on Behalf of the Board of Directors of  
**YANTRA NATURAL RESOURCES LIMITED**

Sd/-

Chirag Mehta  
 Proprietor  
 Membership No. 122852

Place: Hyderabad  
 Date: 27<sup>th</sup> May, 2016

Sd/-

Dhires Munver  
 Managing Director

Sd/-

Sunil Nagpal  
 Director

| STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH 2016 |         |                                |                                |
|---|---------|--------------------------------|--------------------------------|
| (Amount in Rs)  |         |                                |                                |
| Particulars   | Note No | For the Year end<br>31.03.2016 | For the Year end<br>31.03.2015 |
| I. Revenue from operations  | 19      | 16,43,96,244                   | 17,33,63,331                   |
| II. Other Income  | 20      | 1,01,514                       | 7,57,000                       |
| <b>III. Total Revenue (I +II)</b>   |         | <b>16,44,97,758</b>            | <b>17,41,20,331</b>            |
| <b>IV. Expenses:</b>  |         |                                |                                |
| Purchase of Stock-in-Trade  | 21      | 16,14,41,110                   | 16,20,35,465                   |
| Change in inventories of finished goods, work in progress                   |         | (59,51,920)                    |                                |
| Employee benefit expense  | 22      | 10,48,824                      | 11,13,112                      |
| Financial costs   | 23      | 79,478                         | 1,19,642                       |
| Depreciation and amortization expense                                       | 24      | 10,82,416                      | 10,90,026                      |
| Other expenses  | 25      | 28,72,518                      | 48,21,568                      |
| <b>Total Expenses</b>   |         | <b>16,05,72,426</b>            | <b>16,91,79,813</b>            |
| V. Profit before and tax (III - IV)   |         | <b>39,25,332</b>               | <b>4,940,518</b>               |
| <b>VI. Tax expense:</b>   |         |                                |                                |
| (1) Current tax   |         | 9,30,000                       | 15,00,000                      |
| (2) Deferred tax  |         | 0                              | 0                              |
| VII. Profit/(Loss) for the period (V-VI)                                    |         | <b>29,95,332</b>               | <b>34,40,518</b>               |
| XVI. Earning per equity share:  |         |                                |                                |
| (1) Basic   |         | 0.000                          | 0.001                          |
| (2) Diluted   |         | 0.000                          | 0.001                          |

Significant Accounting Policies & Notes on financial Statement 1 to 34

As per our report of even date attached

For Chirag C Mehta & Co.  
CHARTERED ACCOUNTANTS  
FIRMS REGISTRATION NO. 132696W

For and on Behalf of the Board of Directors of  
YANTRA NATURAL RESOURCES LIMITED

Sd/-

Chirag Mehta  
Proprietor  
Membership No. 122852

Sd/-

Dhires Munver  
Managing Director

Sd/-

Sunil Nagpal  
Director

Place: Hyderabad  
Date: 27<sup>th</sup> May, 2016



| <b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016</b> |           |  |  |  |
|--|-----------|--|--|--|
| <b>(Amount in Rs)</b>  |           |  |  |  |
| <b>Particulars</b>   |           | <b>Year Ended<br/>31st March, 2016</b> | <b>Year Ended<br/>31st March, 2015</b> |  |
| <b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>                        |           |  |  |  |
| <b>Net Profit after tax and Extraordinary Items</b>                      |           | 29,95,332                              | 34,40,518                              |  |
| <b>Adjustments for :</b>   |           |  |  |  |
| Depreciation   |           | 10,82,416                              | 10,90,026                              |  |
| Amortization of Misc expenditure   |           | 0                                      | 7,04,710                               |  |
| Finance Cost   |           | 79,478                                 | 1,19,642                               |  |
| Other Income   |           | 0                                      | (7,57,000)                             |  |
| Profit on Sale of investment   |           | (1,01,514)                             | 0                                      |  |
| Provision for Taxation   |           | 9,30,000                               | 15,00,000                              |  |
| <b>Operating Profit before working Capital changes</b>                   | <b>A</b>  | <b>49,85,712</b>                       | <b>60,97,896</b>                       |  |
| <b>Adjustments for :</b>   |           |  |  |  |
| Loans & Advances   |           | (69,30,64,000)                         | 12,50,000                              |  |
| Inventories  |           | (59,51,920)                            | 0                                      |  |
| Current Liabilities  |           | 1,86,60,814                            | (4,71,56,217)                          |  |
| Short term Provisions  |           | (2000)                                 | (12,000)                               |  |
| Sundry Debtors   |           | (2,05,78,004)                          | 6,03,93,669                            |  |
| <b>Change in Working Capital</b>   | <b>B</b>  | <b>(70,09,35,110)</b>                  | <b>1,44,75,452</b>                     |  |
| <b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>                        |           |  |  |  |
| Sales / ( Purchase ) of Investment                                       |           | 41,02,10,097                           | 3,37,12,669                            |  |
| Other Income   |           | 0                                      | 7,57,000                               |  |
| Profit on Sale of investment   |           | 1,01,514                               | 0                                      |  |
| <b>NET CASH FROM INVESTING ACTIVITIES</b>                                | <b>C</b>  | <b>41,03,11,611</b>                    | <b>3,44,69,669</b>                     |  |
| <b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>                        |           |  |  |  |
| Application Money Pending Allotment                                      |           | 0                                      | (35,64,000)                            |  |
| Finance Cost   |           | (79,478)                               | (1,19,642)                             |  |
| Secured Loan received / (Repaid)   |           | (52,75,000)                            | (1,79,00,000)                          |  |
| Unsecured Trade Loan received / (Repaid)                                 |           | 29,00,95,511                           | (4,17,24,410)                          |  |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                                | <b>D</b>  | <b>28,47,41,033</b>                    | <b>(6,33,08,052)</b>                   |  |
| <b>Net Increase in Cash &amp; Cash Equivalent (A+B+C+D)</b>              |           | <b>(8,96,755)</b>                      | <b>(82,65,035)</b>                     |  |
| <b>Opening Cash &amp; Cash Equivalent</b>                                | <b>i</b>  | <b>10,62,997</b>                       | <b>93,28,032</b>                       |  |
| <b>Closing Cash &amp; Cash Equivalent</b>                                | <b>ii</b> | <b>1,66,242</b>                        | <b>10,62,997</b>                       |  |
| <b>Net Increase in Cash &amp; Cash Equivalent ( ii - i )</b>             |           | <b>(8,96,755)</b>                      | <b>(82,65,035)</b>                     |  |

For Chirag C Mehta & Co.  
 CHARTERED ACCOUNTANTS  
 FIRMS REGISTRATION NO. 132696W

For and on Behalf of the Board of Directors of  
 YANTRA NATURAL RESOURCES LIMITED

Sd/-

Chirag Mehta  
 Proprietor  
 Membership No. 122852

Sd/-

Dhires Munver  
 Managing Director

Sd/-

Sunil Nagpal  
 Director

Place: Hyderabad  
 Date: 27<sup>th</sup> May, 2016

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**1. Company Overview :-**

Yantra Natural Resources Ltd bearing (CIN: L14297AP1988PLC074808) incorporated on 1st September 1988, having registered office at Hyderabad. The Company is engaged in the business of Trading of Textile Products.

**2. Significant Accounting Policies**

**a) Basis of preparation of financial statements:-**

The financial statements have been prepared under the historical cost convention in accordance with generally accepted Accounting Principles, Accounting Standards issued by The Institute of Chartered Accountants of India and the provisions of the Companies Act 2013, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statement are recognized on accrual basis.

**b) Use of Estimates :-**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions

**c) Revenue Recognition:-**

- i. Sale of goods is recognized on dispatch to customers.
- ii. Interest income is recognized on the time proportionate basis.
- iii. Income from Investment/Deposit is credited to revenue in the year in which it received. Income is stated in full with the tax thereon being accounted for under Tax deducted at source.

**d) Fixed Assets:-**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any other directly attributable costs of bringing the assets to its working condition for its intended use.

**e) Depreciation:-**

Depreciation is provided on pro-rata basis on Straight Line Method at the rate prescribed under schedule II to the Companies Act, 2013 with the exception of the following:

- i. Assets costing Rs. 5000 or less are fully depreciated in the year of purchased.

**f) Impairment of Fixed Assets :-**

At the end of each year, the Company determines whether a provision should be made for Impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS-28) "Impairment of Assets" issued by the Institute of Chartered Accountants of India. An impairment loss is charged to the Profit and Loss account in the year in which, an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognized in prior accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

**g) Inventories:-**

Inventory are valued at cost or net realizable, whichever is less

**h) Investments:-**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments Unquoted Investments are stated cost.

i) **Employee Retirement and other Benefit :-**

i. **Short Term Employee's Benefits:**

All employees' benefits payable within twelve months of rendering services are recognized in the period in which the employees render the related services.

ii. **Gratuity:**

As per AS-15 (Revised) 2005 of ICAI read with Accounting Standard Board Guidance, The Provision for Gratuity Liability is not made since none of the employees have completed 5 years of service for period under review.

j) **Taxes on Income :-**

Provision for Income tax is made on the basis of relevant provisions of the Income Tax Act, 1961 as applicable to the financial year.

Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes.

k) **Provision contingent liabilities and contingent assets :-**

Provision involving substantial degree of estimation in measurement is recognized when there is present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

l) **Earnings Per Share( EPS) :-**

The basic and diluted EPS is calculated by dividing the Profit/ (Loss) after Tax by the weighted average number of Equity Shares outstanding.

3. **SHARE CAPITAL**

(Amount in Rs)

| Particular  | As at                 | As at                 |
|---|-----------------------|-----------------------|
|   | 31st March, 2016      | 31st March, 2015      |
| <b><u>AUTHORISED SHARE CAPITAL</u></b><br>6500000000 (previous year 6500000000) Equity Shares of Re. 1/-each                            | 6,50,00,00,000        | 6,50,00,00,000        |
|   | <b>6,50,00,00,000</b> | <b>6,50,00,00,000</b> |
| 3.1 <b><u>ISSUED, SUBSCRIBED AND PAID UP</u></b><br>6280489250 (previous year 6280489250) equity shares of Re. 1/- each fully paid up * | 6,28,04,89,250        | 6,28,04,89,250        |
| <b>Total</b>  | <b>6,280,489,250</b>  | <b>6,28,04,89,250</b> |

3.2 **EQUITY WARRANTS**

(Amount in Rs)

| Particular  | As at            | As at            |
|---|------------------|------------------|
|   | 31st March, 2016 | 31st March, 2015 |
| <b><u>Convertible Equity Warrants</u></b><br>b) 1250000000 Nos. Convertible Equity Warrants of Rs.3/- each partly paid Rs.0.75/- per CEW (2013) | 0                | 36,75,000        |
|   | 0                | 0                |
| Less:- Amount Forfeited & Transferred to Capital Reserve  | 0                | (36,75,000)      |
| <b>Total</b>  | <b>0</b>         | <b>36,75,000</b> |

**3.3 Reconciliation of the shares /warrants outstanding****i. Equity shares**

| Particular   | As at 31st March, 2016 |                       | As at 31st March, 2015 |                       |
|--|------------------------|-----------------------|------------------------|-----------------------|
|  | Number of Share        | (Amount in Rs)        | Number of Share        | (Amount in Rs)        |
| i. At the beginning of the period                            | 6,28,04,89,250         | 62,8,04,89,250        | 6,28,04,89,250         | 6,28,04,89,250        |
| iii. Issued during the period against conversion of warrants | 0                      | 0                     | 0                      | 0                     |
| <b>Outstanding at the end of the period</b>                  | <b>6,28,04,89,250</b>  | <b>6,28,04,89,250</b> | <b>6,28,04,89,250</b>  | <b>6,28,04,89,250</b> |

**ii. Equity Warrants**

| Particular  | As at 31st March, 2016 |                | As at 31st March, 2015 |                  |
|---|------------------------|----------------|------------------------|------------------|
|   | Number of Warrants     | (Amount in Rs) | Number of Warrants     | (Amount in Rs)   |
| i. At the beginning of the period CEW of Rs.3/- was partly paid 25% | 0                      | 0              | 49,00,000              | 36,75,000        |
| ii. Issued during the year  | 0                      | 0              |                        |                  |
|   | <b>0</b>               | <b>0</b>       | <b>49,00,000</b>       | <b>36,75,000</b> |
| iv Less:- Forfeiture of equity warrants during the year             | 0                      | 0              | 49,00,000              | 36,75,000        |
| <b>Outstanding at the end of the period</b>                         | <b>0</b>               | <b>0</b>       | <b>0</b>               | <b>0</b>         |

3.4 \* Issued and paid up capital includes 4,48,60,63,750 No of shares issued as bonus shares during last five years.

**3.5 Terms/Rights attached to equity shares and Convertible Equity Warrants:**

- 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.
- iii) The Equity Shares so issued in lieu of the Warrants shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**3.6 Shareholders holding more than 5% of equity shares at the end of the year**

| Name of the shareholders        | As at 31-03-2016 |                | As at 31-03-2015 |                |
|---------------------------------|------------------|----------------|------------------|----------------|
|                                 | Number of shares | Shareholding % | Number of shares | Shareholding % |
| Harrods Construction Pvt Ltd    | -                | -              | 40,68,75,000     | 6.48%          |
| Gill Entertainment Pvt Ltd      | -                | -              | 35,81,25,000     | 5.70%          |
| Krystalklear Properties Pvt Ltd | 14,97,68,300     | 2.38%          | 39,37,50,000     | 6.27%          |
| Snehil Real Estate Pvt Ltd      | 39,37,50,000     | 6.27%          | 39,37,50,000     | 6.27%          |
| Sounthmint Real Estate Pvt Ltd  | 38,50,00,000     | 6.13%          | 38,50,00,000     | 6.13%          |
| Rosewood Vintrade Pvt Ltd       | 34,59,75,000     | 5.51%          | 34,59,75,000     | 5.51%          |

**4. RESERVES & SURPLUS**

(Amount in Rs)

| Particular   | As at               | As at               |
|--|---------------------|---------------------|
|  | 31st March, 2016    | 31st March, 2015    |
| <b>A. Capital Reserve Account</b>  |                     |                     |
| Balance at beginning of the year   | 86,53,125           | 49,78,125           |
| Add:- Addition on Forfeiture of Warrants   | 0                   | 36,75,000           |
| <b>Balance at the end of the year</b>  | <b>86,53,125</b>    | <b>86,53,125</b>    |
| <b>B. Security Premium Account</b>   |                     |                     |
| Balance at beginning of the year   | 38,55,51,250        | 38,55,51,250        |
| Add : Additions during the year  | 0                   | 0                   |
| <b>Balance at the end of the year</b>  | <b>38,55,51,250</b> | <b>38,55,51,250</b> |
| <b>C. Statement of Profit &amp; Loss A/c</b>                                     |                     |                     |
| Balance as per the last financial statements                                     | 72,00,081           | 37,59,563           |
| Add: amount transferred from surplus balance in the statement of profit and loss | 29,95,332           | 34,40,518           |
| <b>Closing Balance</b>   | <b>1,01,95,413</b>  | <b>72,00,081</b>    |
| <b>Total Reserves and Surplus ( A+B+C )</b>                                      | <b>40,43,99,788</b> | <b>40,14,04,456</b> |

**5. OTHER LONG TERM LIABILITIES**

(Amount in Rs)

| Particular     | As at              | As at              |
|----------------|--------------------|--------------------|
|                | 31st March, 2016   | 31st March, 2015   |
| Trade Advances | 1,22,50,000        | 1,75,25,000        |
| <b>Total</b>   | <b>1,22,50,000</b> | <b>1,75,25,000</b> |

**6. TRADE PAYABLES**

(Amount in Rs)

| Particular       | As at              | As at              |
|------------------|--------------------|--------------------|
|                  | 31st March, 2016   | 31st March, 2015   |
| Trades Creditors | 5,49,69,220        | 3,93,66,236        |
| <b>Total</b>     | <b>5,49,69,220</b> | <b>3,93,66,236</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 2016 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL.

## 7. OTHER CURRENT LIABILITIES

(Amount in Rs')

| Particular             | As at               | As at               |
|------------------------|---------------------|---------------------|
|                        | 31st March, 2016    | 31st March, 2015    |
| Creditors for Expenses | 2,50,94,996         | 2,31,18,816         |
| Advance from Customer  | 8,30,45,650         | 8,19,64,000         |
| <b>Total</b>           | <b>10,81,40,646</b> | <b>10,50,82,816</b> |

## 8. SHORT TERM PROVISION

(Amount in Rs')

| Particular               | As at            | As at            |
|--------------------------|------------------|------------------|
|                          | 31st March, 2016 | 31st March, 2015 |
| Provision for Expenses * | 20,000           | 20,000           |
| Statutory Provisions     | 51,83,954        | 42,55,954        |
| <b>Total</b>             | <b>52,03,954</b> | <b>42,75,954</b> |

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

9. FIXED ASSETS

| Name of Asset              | Gross Block         |           |           | Depreciation        |                     |                  |           | Net Block           |                     |                     |
|----------------------------|---------------------|-----------|-----------|---------------------|---------------------|------------------|-----------|---------------------|---------------------|---------------------|
|                            | As at<br>01.04.2015 | Additions | Deletions | As at<br>31.03.2016 | As at<br>01.04.2015 | For the<br>Year  | Deletions | As at<br>31.03.2016 | As at<br>31.03.2016 | As at<br>31.03.2015 |
| <b>A - Tangible Assets</b> |                     |           |           |                     |                     |                  |           |                     |                     |                     |
| Plant & Machineries        | 21,202,351          | 0         | 0         | <b>21,202,351</b>   | 20,160,595          | 1,007,112        | 0         | <b>21,167,707</b>   | 34,644              | 1,041,756           |
| Office Equipments          | 33,307              | 0         | 0         | <b>33,307</b>       | 24,107              | 1,583            | 0         | <b>25,690</b>       | 7,617               | 9,200               |
| Furniture & Fixture        | 146,008             | 0         | 0         | <b>146,008</b>      | 146,008             | 0                | 0         | <b>146,008</b>      | 0                   | 0                   |
| Electrical Fittings        | 1,164,640           | 0         | 0         | <b>1,164,640</b>    | 761,799             | 73,721           | 0         | <b>835,520</b>      | 329,120             | 402,841             |
|                            |                     | 0         | 0         |                     |                     |                  |           |                     |                     |                     |
| <b>Current Year</b>        | <b>22,546,306</b>   | <b>0</b>  | <b>0</b>  | <b>22,546,306</b>   | <b>21,092,509</b>   | <b>1,082,416</b> | <b>0</b>  | <b>22,174,925</b>   | <b>371,381</b>      | <b>1,453,797</b>    |
|                            |                     |           |           |                     |                     |                  |           |                     |                     |                     |
| <b>Previous Year</b>       | <b>22,546,306</b>   | <b>0</b>  | <b>0</b>  | <b>22,546,306</b>   | <b>20,002,483</b>   | <b>1,090,026</b> | <b>0</b>  | <b>21,092,509</b>   | <b>1,453,797</b>    | <b>2,543,823</b>    |

## 10. NON CURRENT INVESTMENT

(Amount in Rs.)

| Particular                                  | As at                 | As at                 |
|---|-----------------------|-----------------------|
|   | 31st March, 2016      | 31st March, 2015      |
| <b><u>Investment in Shares - Quoted</u></b> |                       |                       |
| Investment in Shares - Quoted               | 21,75,96,937          | 30,95,73,744          |
| Investment in Shares - Unquoted Share       | 91,62,09,448          | 1,23,44,42,738        |
| <b>Total</b>                                | <b>1,13,38,06,385</b> | <b>1,54,40,16,482</b> |

## 11. DEFERRED TAX ASSETS (NET)

(Amount in Rs.)

| Particular                     | As at            | As at            |
|--------------------------------|------------------|------------------|
|                                | 31st March, 2016 | 31st March, 2015 |
| Depreciation as per Books      | 10,82,416        | 10,90,026        |
| Depreciation as per Income Tax | 2,92,757         | 3,41,796         |
| Difference                     | <b>7,89,659</b>  | <b>7,48,230</b>  |
| Current Year Provision         | 0                | 0                |
| Add : Opening Balance          | 5,11,698         | 5,11,697         |
| <b>Balance C/F</b>             | <b>5,11,698</b>  | <b>5,11,697</b>  |

## 12. LONG TERM LOANS &amp; ADVANCES

(Amount in Rs)

| Particular                 | As at               | As at               |
|----------------------------|---------------------|---------------------|
|                            | 31st March, 2016    | 31st March, 2015    |
| Loans and Advances         | 60,34,495           | 60,34,495           |
| Advance against Purchase   | 85,57,64,000        | 16,27,00,000        |
| Advance for Capital Assets | 75,50,000           | 75,50,000           |
| <b>Total</b>               | <b>86,93,48,495</b> | <b>17,62,84,495</b> |

## 13. OTHER NON CURRENT ASSETS

(Amount in Rs)

| Particular           | As at              | As at              |
|----------------------|--------------------|--------------------|
|                      | 31st March, 2016   | 31st March, 2015   |
| Preliminary Expenses | 1,66,47,999        | 1,66,47,999        |
| <b>Total</b>         | <b>1,66,47,999</b> | <b>1,66,47,999</b> |

## 14. INVENTORY

(Amount in Rs)

| Particular    | As at            | As at            |
|---------------|------------------|------------------|
|               | 31st March, 2016 | 31st March, 2015 |
| Stock In hand | 59,51,920        | 0                |
| <b>Total</b>  | <b>59,51,920</b> | <b>0</b>         |



**15. TRADE RECEIVABLES**

(Amount in Rs)

| Particular                              | As at               | As at               |
|---|---------------------|---------------------|
|   | 31st March, 2016    | 31st March, 2015    |
| <u>(Unsecured but considered goods)</u> |                     |                     |
| Outstanding Over six months             | 27,95,95,032        | 27,24,73,878        |
| Others -Trades Receivable               | 1,34,56,850         | 0                   |
| <b>Total</b>                            | <b>29,30,51,882</b> | <b>27,24,73,878</b> |

**16. CASH AND CASH EQUIVALENT**

(Amount in Rs')

| Particular                         | As at            | As at            |
|------------------------------------|------------------|------------------|
|                                    | 31st March, 2016 | 31st March, 2015 |
| Cash on Hand                       | 41,273           | 5,73,908         |
| Bank balance with current accounts | 1,24,969         | 4,89,089         |
| <b>Total</b>                       | <b>1,66,242</b>  | <b>10,62,997</b> |

**17. SHORT TERM LOANS & ADVANCES**

(Amount in Rs')

| Particular         | As at                 | As at                 |
|--------------------|-----------------------|-----------------------|
|                    | 31st March, 2016      | 31st March, 2015      |
| <b>ADVANCES</b>    |                       |                       |
| Advance for Shares | 2,58,41,00,343        | 2,77,97,45,334        |
| Trade Advances     | 1,94,96,90,428        | 2,04,41,40,948        |
| <b>Total</b>       | <b>4,53,37,90,771</b> | <b>4,82,38,86,282</b> |

**18. OTHER CURRENT ASSETS**

(Amount in Rs')

| Particular         | As at              | As at              |
|--------------------|--------------------|--------------------|
|                    | 31st March, 2016   | 31st March, 2015   |
| Deposit - Others   | 3,30,025           | 3,30,025           |
| Prepaid Income Tax | 26,36,391          | 26,36,391          |
| Deposit - ED       | 88,39,669          | 88,39,669          |
| <b>Total</b>       | <b>1,18,06,085</b> | <b>1,18,06,085</b> |

**19. REVENUE FROM OPERATIONS**

(Amount in Rs.)

| Particular   | Year Ended          | Year Ended          |
|--------------|---------------------|---------------------|
|              | 31st March, 2016    | 31st March, 2015    |
| Trading      | 16,43,96,244        | 17,33,63,331        |
| <b>Total</b> | <b>16,43,96,244</b> | <b>17,33,63,331</b> |

**20. OTHER INCOME**

(Amount in Rs')

| Particular        | Year Ended       | Year Ended       |
|-------------------|------------------|------------------|
|                   | 31st March, 2016 | 31st March, 2015 |
| Other Income      | 0                | 7,57,000         |
| Capital Gain/Loss | 1,01,504         | 0                |
| <b>Total</b>      | <b>1,01,504</b>  | <b>7,57,000</b>  |

**21. PURCHASE OF STOCK IN TRADE**

(Amount in Rs.)

| Particular       | Year Ended          | Year Ended          |
|------------------|---------------------|---------------------|
|                  | 31st March, 2016    | 31st March, 2015    |
| Purchase Account | 16,14,41,110        | 16,20,35,465        |
| <b>Total</b>     | <b>16,14,41,110</b> | <b>16,20,35,465</b> |

**22. EMPLOYEE BENEFIT EXPENSES**

(Amount in Rs )

| Particular    | Year Ended       | Year Ended       |
|---------------|------------------|------------------|
|               | 31st March, 2016 | 31st March, 2015 |
| Staff Welfare | 6,324            | 10,112           |
| Staff Salary  | 10,42,500        | 11,03,000        |
| <b>Total</b>  | <b>10,48,824</b> | <b>11,13,112</b> |

**23. FINANCE COST**

(Amount in Rs.)

| Particular                     | Year Ended       | Year Ended       |
|--------------------------------|------------------|------------------|
|                                | 31st March, 2016 | 31st March, 2015 |
| Bank & Other Financial Charges | 79,478           | 1,19,642         |
| <b>Total</b>                   | <b>79,478</b>    | <b>1,19,642</b>  |

**24. DEPRECIATION AND AMORTIZATION EXPENSES**

(Amount in Rs.)

| Particular   | Year Ended       | Year Ended       |
|--------------|------------------|------------------|
|              | 31st March, 2016 | 31st March, 2015 |
| Depreciation | 10,82,416        | 10,90,026        |
| <b>Total</b> | <b>10,82,416</b> | <b>10,90,026</b> |

**25. OTHER EXPENSES**

(Amount in Rs.)

| Particular   | Year Ended       | Year Ended       |
|--|------------------|------------------|
|  | 31st March, 2016 | 31st March, 2015 |
| Listing Fees   | 8,01,583         | 8,07,154         |
| Advertisement Expenses                               | 2,575            | 5,650            |
| AGM Expenses   | 6,742            | 5,310            |
| Auditors Remunerations                               | 35,000           | 35,000           |
| Conveyance Expenses                                  | 72,785           | 87,783           |
| Loss on sale of Investments                          | 0                | 11,68,126        |
| Office Expenses                                      | 13,40,619        | 2,72,118         |
| Website Expenses                                     | 2,750            | 2,750            |
| Electricity Expenses                                 | 25,850           | 31,642           |
| Maintenance Expenses                                 | 16,900           | 0                |
| Office Rent  | 2,89,622         | 1,90,288         |
| Postage & Telegrams/ Telephone/ Mobile exp           | 33,609           | 55,340           |
| Printing & Stationery                                | 55,383           | 61,467           |
| Professional & Legal Expenses                        | 1,33,500         | 1,81,966         |
| Legal Filing Fees & Charges                          | 600              | 0                |
| Share Issue Expenses Written Off                     | 0                | 7,04,710         |
| Bad debts  | 0                | 11,88,864        |
| Contribution towards Corporate Social Responsibility | 55,000           | 23,400           |
| <b>Total</b>   | <b>28,72,518</b> | <b>48,21,568</b> |

**26. CURRENT TAXES**

(Amount in Rs.)

| Particular                               | Year Ended       | Year Ended       |
|--|------------------|------------------|
|  | 31st March, 2016 | 31st March, 2015 |
| Net Profit After taxation                | 29,95,332        | 34,40,518        |
| Weighted Average number of Equity Shares | 6,28,04,89,250   | 6,28,04,89,250   |
| Add: Dilutive Potential Equity Shares    | 0                | 0                |
| Number of Equity Shares for Dilutive EPS | 6,28,04,89,250   | 6,28,04,89,250   |
| Nominal Value of Shares                  | 1                | 1                |
| Basic Earning Per Share                  | 0.000            | 0.001            |
| Diluted Earning Per Share                | 0.000            | 0.001            |

**27. CONTINGENT LIABILITIES & COMMENTS**

Guarantee Given by the Company's banker as at March 31, 2016 is Rs. Nil (previous year : Rs. Nil)

**28. EMPLOYMENT BENEFIT**

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

**29. AUDITORS REMUNERATION**

(Amount in Rs.)

| Particular     | Year Ended<br>31st March, 2016 | Year Ended<br>31st March, 2015 |
|----------------|--------------------------------|--------------------------------|
| Audit Fees     | 25,000                         | 25,000                         |
| Tax Audit Fees | 10,000                         | 10,000                         |
|                | <b>35,000</b>                  | <b>35,000</b>                  |

**30. SEGMENT REPORTING**

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

**31. RELATED PARTY TRANSACTION****Key Managerial Person**

|                            |                                    |
|----------------------------|------------------------------------|
| Dhires h Uttamchand Munver | Managing Director                  |
| Rajendra Paul Singla       | Director                           |
| Girish Kumar Aggarwal      | Director                           |
| Vijay H Devlekar           | Director                           |
| Devendra Bhimanna Madesh   | Director                           |
| Harshpal Singh             | Director (appointed on 12/08/2015) |
| Srikanth Ginjupalli        | Director                           |
| Reshma Rajesh Malagavakar  | Additional Director                |
| Sunil Vishindas Nagpal     | Director                           |

**32. CSR Activity**

As per the Companies Act, 2013, all companies having a net worth of Rs. 500 crore or more, or a turnover of Rs.1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a CSR Committee of the Board of Director comprising three director. All such companies are required to spend at least 2% of the average net profit of their three immediately preceding financial years on CSR-related activities. Accordingly, the Company was required to spend Rs. 0.55 Lac towards CSR activities

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

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

**For Chirag C Mehta & Co.**  
**CHARTERED ACCOUNTANTS**  
 FIRMS REGISTRATION NO. 132696W

**For and on Behalf of the Board of Directors of**  
**YANTRA NATURAL RESOURCES LIMITED**

Sd/-

Sd/-

Sd/-

**Chirag Mehta**  
**Proprietor**  
**Membership No. 122852**

**Dhires h Munver**  
**Managing Director**

**Sunil Nagpal**  
**Director**

**Place: Hyderabad**  
**Date: 27<sup>th</sup> May, 2016**

### 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 Tuesday 27<sup>th</sup> September, 2016 at 10.00 a.m. Gulshan-E-Khalil, 1<sup>st</sup> Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana.

Signature of the Member or the Proxy Attending the Meeting

| If Member, please sign here | If Proxy, please sign here |
|-----------------------------|----------------------------|
|                             |                            |

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

**FORM NO MGT-11  
PROXY FORM**

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

Name of the Company: **YANTRA NATURAL RESOURCES LIMITED**  
Regd. Office: House No. 1-2-29/45/ A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072.

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

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

- (1)Name..... Address.....  
Email ID ..... Signature..... or failing him/her
- (2)Name..... Address.....  
Email ID ..... Signature..... or failing him/her
- (3)Name..... Address.....  
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday 27th September, 2016 at 10.00 a.m. at Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028 Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

| RESOLUTION NO.                  |  | For<br>(Assent) | Against<br>(Dissent) |
|---------------------------------|--|-----------------|----------------------|
| <b><u>Ordinary Business</u></b> |  |                 |                      |
| ITEM NO. 1.                     | To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2015-16.   |                 |                      |
| ITEM NO. 2.                     | Re-Appointment of Chirag C Mehta, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration |                 |                      |
| <b><u>Special Business</u></b>  |  |                 |                      |
| ITEM NO 3.                      | Appointment of Mr. Dhiresh Munver as an Managing Director of the Company for a term of 3 years   |                 |                      |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

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

|                                     |
|-------------------------------------|
| Affix<br>Revenue<br>Stamp Re<br>1/- |
|-------------------------------------|

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

**Form No. MGT-12**

**Ballot Form**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: **YANTRA NATURAL RESOURCES LIMITED**

Registered Office: House No. 1-2-29/45/A4, Nandamuri Nagar Lane, Nizampet Road, Hydernagar, Kukutpally Municipality, Hyderabad- 500 072

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

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

| Item No.                        | Items  | No. of shares | I/We assent to the Resolution | I/We dissent to the Resolution |
|---------------------------------|--|---------------|-------------------------------|--------------------------------|
| <b><u>Ordinary Business</u></b> |  |               |                               |                                |
| 1.                              | To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2015-16.   |               |                               |                                |
| 2.                              | Re-Appointment of Chirag C Mehta, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration |               |                               |                                |
| <b><u>Special Busines</u></b>   |  |               |                               |                                |
| 3.                              | Appointment of Mr. Dhires Munver as an Managing Director of the Company for a term of 3 years  |               |                               |                                |

Place:

Date:

**Signature of the Shareholder**

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 26<sup>th</sup> September, 2016 at 5.00 p.m.

## **INSTRUCTIONS**

### **1. General Instructions:**

- a. There will be one Ballot Form/remote e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through remote e-voting. If a member has opted for Physical Ballot, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Ballot/remote e-voting shall be final and binding.

### **2. Instructions for voting physically by Postal Ballot Form:**

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Mr. S.K.Pandey, a Practicing Company Secretary, at Raja Bahadur Building, 1<sup>st</sup> Floor 45 Tamarind Lane, M.P.ShettyMarg, Fort, Mumbai – 400 001, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Monday 26<sup>th</sup> September, 2016. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

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

- l. In case of members receiving the Ballot Form by Post:  
User ID and initial password is provided at the bottom of the Ballot Form.
- m. If you are already registered with NSDL for remote e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, remote e-voting user manual for shareholders available at the Downloads section on NSDL remote e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) can also send your queries/ grievances relating to remote e-voting to the e-mail ID:-[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- o. The period for remote e-voting starts on Saturday, 24<sup>th</sup> September, 2016 at 9.00 a.m. and ends on Monday, 26<sup>th</sup> September, 2016 at 5.00 p.m.





**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 - 40119926

E-Mail Id:- yantranrltd@gmail.com