



26<sup>th</sup> September, 2020

To,  
The Department of Corporate Services  
BSE Limited  
Ground Floor, P. J. Tower  
Dalal Street,  
Mumbai - 400 001

**Ref: Scrip Code: 531693**

Dear Sir/Madam,

**Sub: Submission of Annual Report for FY 2019-20**

With reference to above, please find copy of Annual Report for FY 2019-20 in compliance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Kindly take the same on your record and oblige.

Thanking You,

**For Yantra Natural Resources Limited**

**Rahul Sudhakar Ahire**  
Director  
DIN: 07709329



**Yantra Natural Resources Limited**

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

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

www.yantranaturalltd.com E-mail : yantranrltd@gmail.com Phone No.040-65555019



**Annual Report – 2019-2020**

**Yantra Natural Resources Limited**

**CIN:-L14297AP1988PLC074808**

CONTENTS

Sr. No.	Particulars
1.	Notice
2.	Directors' Report along with Management Discussion & Analysis Report
3.	Annexure to Director Report
4.	Secretarial Audit Report
5.	Corporate Governance Report
6.	Certification on Corporate Governance
7.	Certification on Financial Statement
8.	Auditors' Report
9.	Balance Sheet
10.	Profit & Loss Account
11.	Cash Flow Statement
12.	Notes to Financial Statement

**COMPANY INFORMATION**

**BOARD OF DIRECTORS:**

Mr. Dhiresb Munver	Managing Director
Mr. Rajinder Pal Singla	Executive Director
Mr. Sunil Nagpal	Non-Executive Independent Director
Mrs. Reshma Rajesh Malagavakar	Non-Executive Independent Director
Mr. Harshpal Singh	Non-Executive Independent Director
Mrs. Aruna Fakira Jawale	Non-Executive Independent Director
Mr. Gautam Kalu Mohite	Non-Executive Independent Director
Mr. Rahul Sudbakar Ahire	Non-Executive Independent Director

**BOARD COMMITEES:**

**Audit Committee**

Mr. Rahul Sudbakar Ahire	Chairman
Mrs. Aruna Fakira Jawale	Member
Mr. Sunil Nagpal	Member

**Stakeholders Relationship Committee**

Mr. Rahul Sudbakar Ahire	Chairman
Mrs. Aruna Fakira Jawale	Member
Mr. Gautam Kalu Mohite	Member
Mr. Sunil Nagpal	Member

**Nomination & Remuneration Committee**

Mr. Rahul Sudbakar Ahire	Chairman
Mrs. Aruna Fakira Jawale	Member
Mr. Gautam Kalu Mohite	Member
Mr. Sunil Nagpal	Member

**Compliance Officer:**

Mr. Dhiresb Munver (Managing Director)  
Gulshan-E-Khalil, 1st Floor Part B, Beside  
A.P. Police Officers Mess Masabtank  
Hyderabad TG 500028  
Tel No:- 040 - 40119926  
E-Mail ID:- yantranrltd@gmail.com

**Auditors:**

M/S. Mohandas & Co.  
(Chartered Accountants)  
Office No.10, Krishna Cottage, Dattapada  
Road No.2, Borivali (East)  
Mumbai-400066 Maharashtra

**Share Transfer Agents:**

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

**Bankers:**

Axis Bank Limited  
Corporation Bank Limited

**Listed at:**

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

**Registered Office:**

Gulshan-E-Khalil, 1st Floor Part B, Beside  
A.P. Police Officers Mess Masabtank  
Hyderabad TG 500028  
Tel. No. : 040 - 40281278  
E-mail id: [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com)

## NOTICE

Notice is hereby given that the Annual General Meeting of the members of Yantra Natural Resources Limited will be held on through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) on Tuesday, 29<sup>th</sup> September 2020 at 10:30 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2020, Balance Sheet as on that date, Director’s Report and the Auditor’s Report thereon.
2. To appoint Director in place of Mr. Sunil Vishindas Nagpal (DIN: 06799707) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Statutory Auditors to Fill Casual Vacancy.

To consider and if thought fit, with or without modification (s), the following resolution as an ORDINARY RESOLUTION:-

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Tejas Nadkarni & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mohandas & Co., Chartered Accountants.”

**“RESOLVED FURTHER THAT** M/s. Tejas Nadkarni & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting which will be held in the year 2025 (subject to ratification at every Annual General Meeting) on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**For and on Behalf of the Company  
For Yantra Natural Resources Limited**

**Date: 25/08/2020  
Place: Hyderabad**

**Sd/-  
Rahul Sudhakar Ahire  
Director  
DIN: 07709329**

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020,

Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.yantranaturaltd.com](http://www.yantranaturaltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. Further, in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the company's website



[www.yantranaturalltd.com](http://www.yantranaturalltd.com), websites of the Stock Exchanges i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com).

8. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
9. All documents referred to in the notice and the explanatory statement provided hereinafter, will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., September 28, 2020. Members seeking to inspect such documents can send an email to [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com).
10. The Share Transfer Books & the Register of Members shall remain closed from Monday, 21<sup>st</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (Both days inclusive).
11. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars referred to above through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
12. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email from its registered email address to [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company’s RTA- Purva Sharegistry (India) Pvt. Ltd. (Tel no. 022 - 23016761/ 8261) (email id: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)) in case the shares are held by them in physical form.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
15. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 23, September 2020 through email on [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com).
16. Members attending the AGM through “VC”/“OAVM” shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Since the AGM will be held through “VC”/“OAVM”, the Route Map is not annexed in this Notice.
18. Instructions for remote e-voting and procedure to join the AGM are provided as under.

## INSTRUCTIONS FOR ATTENDING ANNUAL GENERAL MEETING VIRTUALLY:

Due to the prevailing COVID situation and keeping in mind the circulars issued by the Ministry of corporate affairs and Securities Exchange Board of India and various other government authorities, Company has decided to conduct the meeting through zoom app.

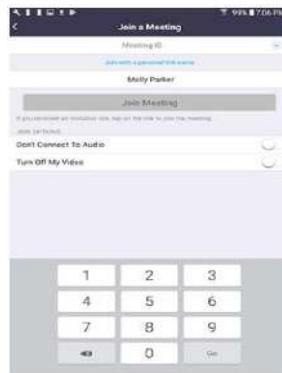
Login id and password for attending the AGM will be sent to the members on their registered E-Mail ID (if E-Mail ID is not registered then first registered your E-Mail ID with NSDL/CDSL) before 3 days prior to the date of AGM, Link of the meeting will also be available on the website of the Company i.e. [www.yantranaturalltd.com](http://www.yantranaturalltd.com).

### Steps for Android users:

- ❖ Open the zoom mobile app. If you have not downloaded the Zoom mobile app yet, you can download it from the Google Play Store.
- ❖ Join a meeting using one of these methods
  - a) Tap Join a Meeting if you want to join without signing in.
  - b) Sign in to Zoom then tap Join.



- ❖ Enter the meeting ID number and your display name.
  - a) If you're signed in, change your name if you don't want your default name to appear.\*
  - b) If you're not signed in, enter your name registered with the Company.\*
- ❖ Select if you would like to connect audio and/or video and tap Join Meeting.



### Steps for iOS users:

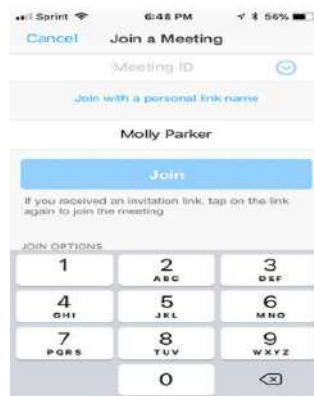
- ❖ Open the Zoom mobile app. If you have not downloaded the Zoom mobile app yet, you can download it from the App Store.
- ❖ Join a meeting using one of these methods



- a) Tap Join a Meeting if you want to join without signing in.
- b) Sign in to Zoom then tap Join.



- ❖ Enter the meeting ID number and your display name.
  - a) If you're signed in, change your name if you don't want your default name to appear.\*
  - b) If you're not signed in, enter a display name\*
- ❖ Select if you would like to connect audio and/or video and select Join.



**Steps for Web browsers:**

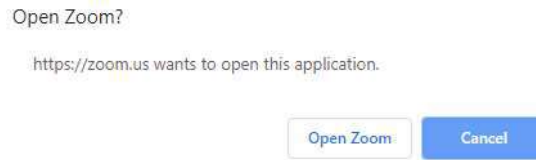
- ❖ Google Chrome
  - Open Chrome.
  - Go to [join.zoom.us](https://join.zoom.us).
  - Enter your meeting ID provided by the host/organizer.

**Join a Meeting**



- Click Join.
  - a) If this is your first time joining from Google Chrome, you will be asked to open the Zoom client to join the meeting.

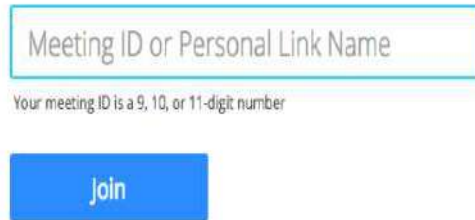
- b) You can check Always open these types of links in the associated app to skip this step in the future.
- c) Click Open Zoom Meetings (PC) or Open zoom.us (Mac).



**Safari:**

- ❖ Open Safari.
- ❖ Go to join.zoom.us.
- ❖ Enter your meeting ID provided by the host/organizer.

### Join a Meeting



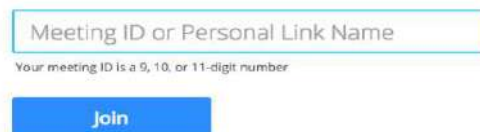
- ❖ Click Join.
- ❖ When asked if you want to open zoom.us, click



**Steps for Microsoft Edge or Internet Explorer:** 

- ❖ Open Edge or Internet Explorer.
- ❖ Go to join.zoom.us.
- ❖ Enter your meeting ID provided by the host/organizer.
- ❖ Click Join.

### Join a Meeting



**-: Important:-**

**\*If you don't register your name then you are not liable to attend the AGM.**

**\*\*If you have any query/suggestions then click on Raise Hand Button then after admin will un-mute you.**

**\*\*Always start your Video, without video you will not liable to attend the AGM.**

**\*\*\*To Start Audio, Below Instructions are to be followed from your side:-**

**Click on > Setting Button > Meeting > Auto-Connect to Audio > Call over Internet.**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on 26<sup>th</sup> September, 2020 at 11:00 A.M. and ends on 28<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23<sup>rd</sup> September, 2020, 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 23<sup>rd</sup> September, 2020.

Mr. Chirag Jain, Practicing Company Secretaries (C.P. No. 13687) 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.

The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting 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.

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.

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

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

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
 Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [chiragkchhabra@gmail.com](mailto:chiragkchhabra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video



loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**For and on Behalf of the Company  
For Yantra Natural Resources Limited**

**Date: 25/08/2020  
Place: Hyderabad**

**Sd/-  
Rahul Sudhakar Ahire  
Director  
DIN: 07709329**

## ANNEXURE TO THE NOTICE

### Explanatory Statement under Section 102(1) of the Companies Act, 2013:

Notes on directors seeking appointment/re-appointment as required under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 entered into with Stock Exchanges:

#### ITEM NO. 2

#### Details of Director seeking reappointment at Annual General Meeting:

Name of the Director	Mr. Sunil Vishindas Nagpal
Date of Appointment	31 <sup>st</sup> July, 2014
Directorships held in other Public Limited Companies	Nil
Shareholding held in the company	Nil
Disclosure of relationship between directors inter-se	None

#### ITEM NO. 3

The Company had received Notice of Resignation dated 12<sup>th</sup> August, 2020 under Section 140(4) read with Section 115 of the Companies Act, 2013 from M/s Mohandas & Co., Chartered Accountants, in its capacity as a Statutory Auditors of the Company and the Board have recommended appointment of M/s. Tejas Nadkarni & Associates, Chartered Accountants, as Statutory Auditors in place M/s Mohandas & Co., Chartered Accountants, the retiring Statutory Auditors.

The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Copy of the special notice for the appointment of new auditors is not required to be given in this report as provided under sub-section (2) of section 139 of the Companies Act, 2013.

**For and on Behalf of the Company  
For Yantra Natural Resources Limited**

**Date: 25/08/2020  
Place: Hyderabad**

**Sd/-  
Rahul Sudhakar Ahire  
Director  
DIN: 07709329**

## DIRECTORS' REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended **31<sup>st</sup> March, 2020**.

### FINANCIAL RESULTS:

The financial performance of your Company for the year ended March 31, 2020 is summarized below:

<u>Particulars</u>	(Rupees in Lacs)	
	<u>2019-2020</u>	<u>2018-2019</u>
Sales	0	77.14
Other Income	2.75	3.47
Total Income	2.75	80.61
Total Expenses	40.97	93.53
Profit/(Loss)Before Tax	(38.22)	(12.92)
Tax		
Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Net Profit After Tax	(38.22)	(12.92)

### Business performance and Segment Reporting

The turnover of the Company has declined during the year, i.e. Rs.Nil compared to Rs. 77.14 lacs of previous year. This has slight impact on the profitability of the Company the loss during the year was of Rs. 38.22 lacs (previous years Rs. 12.92 lacs). The company is engaged in the trading business of textiles related products which as per Accounting Standard 18 is considered the only reportable business.

### Management Discussion and Analysis Report:

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

### Industry Overview

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

### Business Overview

The Company main activities are trading into textiles related items. The Company is exploring various options to improve margins of the Company, by having tight

control on expenses & exploring various business activities. Chinese products had flooded our markets which has impact on every Indian Companies, including us.

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

While positive Government policies and regulatory changes do enlarge the scope of opportunities for textiles sector companies, lack of or delay in reforms or certain regulatory changes can significantly impact the performance or make an existing business model unviable. The growth in the sector is very good and Management expects better results in for the coming year. The Company is targeting lower segment of the market, where the margins are low but there is huge market as Tier II & Tier III cities are more sensitive to prices, but they are also looking to various international brands. The Management of the Company is not able to quantify the economic impact of lock down and COVID-19 effect. As and when, it will be quantified, the Board will declare it.

#### **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 2019-20.

### **Reserves**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 38.22 lacs has been carried orward 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.yantranaturaltd.com](http://www.yantranaturaltd.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 was no change in the composition of the Board of Directors of the Company during the year under review.

Mr. Sunil Vishindas Nagpal (DIN: 06799707), Director of the Company was reappointed who retires by rotation and being eligible, offers himself for re-appointment.

#### **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 4 times during the year ended 31<sup>st</sup> March, 2020 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. Tejas Nadkarni & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mohandas & Co., Chartered Accountants, Mumbai, who is eligible to hold the office for a period of five years up to 2025. However their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every AGM. The Company has received a certificate from the Auditor that, he is not disqualified for re-appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Necessary Resolution for ratification of appointment of said Auditor is included in the Notice of AGM for seeking approvals of the Members.

#### **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, 2020 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, 2020.



- 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 2019-20.

#### **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 2019-20 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 31<sup>st</sup> March, 2020 in prescribed form duly audited by the Practicing Company Secretary Chirag Jain, Mumbai is annexed herewith and forming part of the report.

### **Reply to the qualification Remarks in Secretarial Audit Report:**

a) The Company has not appointed CEO/CFO.

The Company is in process of appointment of CEO/CFO of the Company.

b) The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Though the Company has not published notice for Financial Result, and financial result, the company has uploaded the same on Website of the company and also submitted to BSE Limited.

c) The Company had not appointed Company Secretary during the year under review.

The Company is in the Process of the same.

d) The Company has not paid Annual Listing Fees for the F.Y. 2019-20.

The Company is in the Process of the same.

### **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 2019-20. 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, 2020 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 2019-2020 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. www.yantranaturalltd.com as an Annexure to the Director Report. Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. www.yantranaturalltd.com as an Annexure to the Director Report. A physical copy of the same will be made available to any shareholders on request. A cash flow statement for the year 2019-20 is attached with the Balance-Sheet.

**Other Corporate Information:**

The Company not changed its Registered Office during the year under Review.

**Acknowledgement**

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

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

**By Order of the Board  
For Yantra Natural Resources Limited**

<b>SD/-</b>	<b>SD/-</b>
<b>Rahul Sudhakar Ahire</b>	<b>Sunil V. Nagpal</b>
<b>Director</b>	<b>Director</b>
<b>DIN- 07709329</b>	<b>DIN- 06799707</b>

**Place: Hyderabad  
Date: 25<sup>th</sup> August, 2020**

❖ **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**

1. A committee of the Directors titled CSR Committee was constituted by the Board with the following member – Gautam Kalu Mohite (Chairman); Aruna Fakira Jawale, Rahul Sudhakar Ahire & Sunil Vishindas Nagpal (all members). During the year under review, the committee met 2 times during the year.
2. Average net profit of the Company for last 3 financial years prior to 2019-20: **85676/-**.
3. Prescribed CSR Expenditure (2% of amount as in Item No. 2): Rs. **1713/-**
4. In case the Company fails to spend 2% of the average net profit of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board Report – **Not Applicable**.

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

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

**By Order of the Board  
For Yantra Natural Resources Limited**

<b>SD/-</b>	<b>SD/-</b>
<b>Rahul Sudhakar Ahire</b>	<b>Sunil V. Nagpal</b>
<b>Director</b>	<b>Director</b>
<b>DIN- 07709329</b>	<b>DIN- 06799707</b>

**Place: Hyderabad  
Date: 25<sup>th</sup> August, 2020**

**ANNEXURE TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L14297AP1988PLC074808
2	Registration Date	01/09/1988
3	Name of the Company	Yantra Natural Resources Limited
4	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered Office and contact details	Gulshan-E-Khalil, 1st Floor Part B, Beside A.P. Police Officers Mess Masabtank Hyderabad TG 500028 Tel. No. : 040 - 40119926, 40281278, E-mail id: yantranrltd@gmail.com
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No.9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011, Maharashtra, India Tel. No. : 022-23016761/8261 E-mail id : busicompany@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 01.04.2019				No. of shares held at the end of the year 31.03.2020				% 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) FIIs	10328500	0	10328500	0.16	10328500	0	10328500	0.16	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<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 01.04.2019				No. of shares held at the end of the year 31.03.2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	5290276649	60686500	5350963149	85.20	5290276649	60686500	5350963149	85.20	0
(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	93405308	303444	93735755	1.49	93405308	330447	93735755	1.49	0
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	514812187	63180250	577992437	9.20	514812187	63180250	577992437	9.20	0
(c) Others Clearing Members									
* N.R.I. (NON-REPAT)	890778	0	890778	0.01	890778	0	890778	0.01	0.00
* N.R.I. (REPAT)	6488457	0	6488457	0.10	6488457	0	6488457	0.10	0.00
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
* Trust	0	0	0	0	0	0	0	0	0
* Hindu Undivided Family	30857144	0	30857144	0.49	30857144	0	30857144	0.49	0
* Employee	0	0	0	0	0	0	0	0	0
* Clearing Members	209233030	0	209233030	3.33	209233030	0	209233030	3.33	0
* 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-Repatriation									
<b>Sub-Total(B)(2):</b>	6145963553	124197197	6270160750	99.84	6145963553	124197197	6270160750	99.84	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	6156292053	124197197	6280489250	100	6156292053	124197197	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>	6156292053	124197197	6280489250	100	6156292053	124197197	6280489250	100	0

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% 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 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.)	NIL			
	At the end of the year	NIL			

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

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2019		Transaction During the Year			Cumulative Shareholding at the end of the year 31.03.2020	
		No. of shares at the beginning (01.04.2019) / end of the year 31.03.2020	% of total Shares of the Company	Date of Transaction	Increase/ Decrease in shareholding	Reason	No. of shares	% of total Shares of the Company
1	RAJMISH TRADERS LLP	411075000	6.55	01/04/2019				
				31/03/2020			411075000	6.55
2	ACACIO TREADELINK PRIVATE LIMITED	398125000	6.34	01/04/2019			398125000	6.34
				31/03/2020			398125000	6.34
3	SNEHIL REAL ESTATE PRIVATE LIMITED	393750000	6.27	01/04/2019				
				31/03/2020			393750000	6.27
4	SOUTHMINT REAL ESTATE PRIVATE LIMITED	385000000	6.13	01/04/2019				
				31/03/2020			385000000	6.13
5	ROSEWOOD VINTRADE PRIVATE LIMITED	345975000	5.51	01/04/2019				
				31/03/2020			345975000	5.51
6	ICEBIT REALITY PRIVATE LIMITED	278808839	4.44	01/04/2019				
				31/03/2020			278808839	4.44
7	TANIKA MERCANTILE PRIVATE LIMITED	255750000	4.07	01/04/2019				
				31/03/2020			255750000	4.07
8	AKARSHIKA TRADERS LLP	242550000	3.86	01/04/2019				
				31/03/2020			242550000	3.86
9	ASBN COMMODITIES & FINESERVE PRIVATE	201250000	3.2	01/04/2019				
				31/03/2020			201250000	3.2
10	JOEL INFRASTRUC TURE PRIVATE LIMITED	194366891	3.09	01/04/2019				
				31/03/2020			194366891	3.09

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

Sl. No.	Name	Shareholding at the beginning of the year 01.04.2019		Date of Transaction	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2020	
		No. of shares at the beginning (01.04.2019) / end of the year 31.03.2020	% 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
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>
2	<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
		Total
1	Gross Salary	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL
2	Stock Option related perquisites	NIL
3	Sweat Equity	NIL
4	Commission	NIL
	- as % of profit	NIL
	- others, specify...	NIL
5	Others, please specify	NIL
	<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/-  
Rahul Sudhakar Ahire  
Director  
DIN- 07709329

SD/-  
Sunil V. Nagpal  
Director  
DIN- 06799707

Place: Hyderabad  
Date: 25<sup>th</sup> August, 2020

# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

To,  
The Board of Directors  
Yantra Natural Resources Limited  
Gulshan-E-Khalil, 1st Floor  
Part B, Beside A.P. Police Officers Mess  
Masabtank Hyderabad - 500028

Dear Sir/ Madam,

### Annual Secretarial Compliance Report for the Financial Year 2019-20

I, have been engaged by Yantra Natural Resources Limited (hereinafter referred to as 'the Company') bearing CIN: L14297AP1988PLC074808 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For M/s JCA & Co.  
Company Secretaries

*Chirag Jain*

Chirag Jain  
Partner  
Membership No. 30850  
CP No. 13687



UDIN No. : A0308508000535563

Date: 31/07/2020

Place: Vasai.

# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasal East - 401208

Secretarial compliance report of Yantra Natural Resources Limited for the year ended 31<sup>st</sup> March, 2020

I/We, **CHIRAG JAIN** (Practicing Company secretary) have examined:

- (a) all the documents and records subject to made available and provided to us and explanation provided by **Yantra Natural Resources Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2020** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;- **subject to documents provided by Company during the Audit period.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **No such documents provided by Company during the Audit period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;- **No such documents provided by Company during the Audit period..**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **-Not Applicable to the Company during the Audit period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company during the Audit period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable to the Company during the Audit period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company during the Audit period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (other regulations as applicable) and circulars/ guidelines issued thereunder; **- No such documents provided by Company during the Audit period.**

and based on the above examination, I/We hereby report that, during the Review Period:





# JCA & Co.

## Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, subject to provided documents; except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines Including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(8) of SEBI (LODR) Regulations, 2015; CEO and CFO have provided the Compliance Certificate to the Board of Directors as specified in Part B Schedule II	The Company has not appointed any CEO/ CFO.	As on the date of report company has not appointed any CEO/CFO.
2	Regulation 47(1) of SEBI (LODR) Regulations, 2015; The listed entity has published in the newspaper notice of Board meeting for result, financial result, notices given to shareholders by advertisement.	The Company has not published any newspaper Advertisement for notice of Board meeting, financial result and notice to shareholders.	The Company has not published the any advertisement in the newspaper for FY 2019-20 for the said Regulation.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	BSE Limited	Company has received the notice under Regulation 6(1) of SEBI (LODR) Regulation, 2015 for Non-compliance with the Appointment of Company Secretary as Compliance Officer of the Company for Quarter ended March 2019 vide its letter dated May 14, 2019.	BSE Limited has imposed a penalty of Rs.1,06,200/-for such non-compliance vide its letter dated May 14, 2019.	The Company has not paid the penalty as on the date of this report. The Company has not appointed any Company Secretary as on the date of this report.



# JCA & Co.

## Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

	BSE Limited	Company has received the notice under Regulation 34 of SEBI (LODR) Regulation, 2015 for Non-submission of the Annual Report for March, 2018 vide its letter dated November 19, 2018	BSE Limited has imposed a penalty of Rs.16520/- for such non-compliance.	The Company has not paid the penalty as on the date of this report.
	BSE Limited	Company has received the Show Cause Notice for non payment of arrears of Annual Listing Fees ("ALF") for the FY 2019-20 and Arrears of ALF for the earlier years vide its email dated 25 February, 2020	BSE Limited has imposed outstanding ALF and Arrears of ALF along with Interest of Rs.2560344/- vide its email dated 25 <sup>th</sup> February, 2020	The Company has not paid the ALF as on the date of this report.

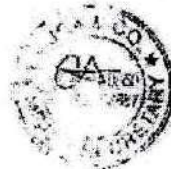
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the company.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
				No action has been taken by the company related to previous penalty and prosecution notices issued by various Entity either by SEBI or by Stock Exchanges, Due to pandemic COVID-19 we are unable to give our view on verification and Examination of physically maintained proper book of records and other related Documents and evidences of Various meetings and attendance and other matters. Management will responsible for True and Correctness of compliances and all matters, We are providing our Opinion on 'As is Where is' Basis; Subject to Such information provided by Management and its representative.

For M/s JCA & Co.  
Company Secretaries

  
Chirag Jain

Partner  
Membership No. 50850  
CP No. 13667  
UDIN No. : A030850B000535563



Date: 31/07/2020  
Place: Vasai



# **JCA & Co.**

**Company Secretaries Firm**

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

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Form No.MR-3

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

*[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,  
**Yantra Natural Resources Limited,**  
Gulshan-E-Khalil, 1st Floor Part B,  
Beside A.P. Police Officers Mess Masabtank  
Hyderabad TG 500028 IN  
CIN L14297AP1988PLC074808

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, 2020** 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.



# JCA & Co.

## Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

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, 2020** 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, 1999and 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; **No such documents provided by Company during the Audit period.**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (effective upto 14th May 2015 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May 2015) : **No such documents provided by Company during the Audit period.**
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company during the Audit Period**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable to the Company during the Audit Period;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; - **Not Applicable to the Company during the Audit Period;**





# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

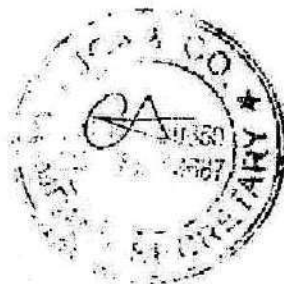
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **No such documents provided by Company during the Audit period.**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the Company during the Audit Period;**
- i. 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:
  - a. Information Technology Act, 2000.
  - b. Seles Tax

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 and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove:

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.



# JCA & Co.

## Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

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. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings 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. The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- II. The Company did not have Company Secretary during the year.
- III. The Company has filed certain Forms with ROC with delay fees during the year.
- IV. No action has been taken by the company related to previous penalty and prosecution notices issued by various Entity either by SEBI or by Stock Exchanges, Due to pandemic COVID-19 we are unable to give our view on verification and Examination of physically maintained proper book of records and other related Documents and evidences of Various meetings and attendance and other matters. Management will responsible for True and Correctness of compliances and all matters, We are providing our Opinion on 'As is Where is' Basis; Subject to Such information provided by



Cell: 9892846438  
Email: CHIRAGKCHHABRA@GMAIL.COM

# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

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## Management and its representative.

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

For M/s JCA & Co.  
Company Secretaries

*Chirag Jain*

Chirag Jain  
Partner

Membership No. 30850

CP No. 13687

UDIN No. : A030850B000535563



Place: Vasai

Date: 31/07/2020



# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

## Annexure -A to Secretarial Audit Report dated 31 July 2020

To,  
The Members,  
**Yantra Natural Resources Limited,**  
Gulshan-E-Khalil, 1st Floor Part B,  
Beside A.P. Police Officers Mess Masabtank  
Hyderabad TG 500028 IN  
[CIN L14297AP1988PLC074808]

Our Secretarial Audit Report dated 31 July 2020 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 Due to pandemic COVID-19 we are unable to give our view on verification and Examination of physically maintained proper book of records and other related Documents and evidences of Various meetings and attendance and



Cell: 9892846438  
Email: CHIRAGKCHHABRA@GMAIL.COM

# JCA & Co.

Company Secretaries Firm

Gala No. 112, Gauri Commercial Complex, Near Bank of Baroda, Navghar, Vasai East - 401208

other matters. Management will responsible for True and Correctness of compliances and all matters, We are providing our Opinion on 'As is Where is' Basis; Subject to Such information provided by Management and its representative.

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.

For M/s JCA & Co.  
Company Secretaries

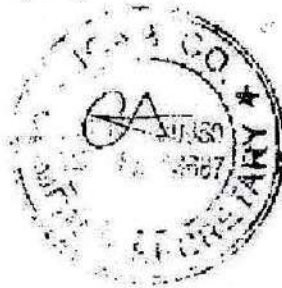
*Chirag Jain*

Chirag Jain  
Partner

Membership No. 30850

CP No. 13687

UDIN No. : A030850B000535563



Place: Vasai

Date: 31/07/2020

## **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 2019-20 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

### **Company's Philosophy on Code of Corporate Governance**

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

### **Board of Directors**

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the Company [www.yantranaturalltd.com](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.yantranaturaltd.com](http://www.yantranaturaltd.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 31<sup>st</sup> March, 2020 have been furnished in a separate Para elsewhere in this Report.

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

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

### **Independent Directors' Meeting**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors was not held due to COVID-19 during the year, but Management 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.

Mr. Harshpal Singh as Chairman for the committee, 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.sanguinemedia.com](http://www.sanguinemedia.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 has not paid any remuneration to 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 2019-20, 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 2019-20 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 8 directors. Out of them, 7 are non-executive Independent directors, 1 is executive Director and

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 2019-20, four Board Meetings were held on the following dates:

1. 30<sup>th</sup> May, 2019
2. 14<sup>th</sup> August, 2019
3. 14<sup>th</sup> November, 2019
4. 12<sup>th</sup> February, 2020

#### ❖ 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<sup>st</sup> March, 2020, 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	Dhires Munver	1	Yes	1	0	0
2	Rajinder Singla	1	No	None	None	None
3	Harshpal Singh	0	No	None	None	None
4	Reshma Rajesh	0	No	2	None	None

	Malagavakar					
5	Sunil Vishindas Nagpal	4	Yes	None	None	2
6	Aruna Fakira Jawale	4	No	None	None	2
7	Gautam Kalu Mohite	4	Yes	2	0	1
8	Rahul Sudhakar Ahire	4	Yes	1	1	0

### Notes

- (\*) Includes directorships held in public limited Companies only. Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.
- (@) Include only positions held in Audit Committee and Shareholders' / Investor Grievance Committee of the Board of Directors.

### COMMITTEES OF THE BOARD

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

The Board has constituted following Committees of Directors:

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

### Audit Committee

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

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



- (d) The audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

**Terms of Reference:**

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

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
2. To review and examine with management the quarterly financial results before submission to the Board;
3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to - matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the draft audit report;
4. To review management discussion and analysis of financial condition and results of operations;
5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;
6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;

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

23. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.
24. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.

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

### **Meetings of the Committee:**

### **Audit Committee**

The Committee met Four times during the financial year 2019-20 on i.e. 30<sup>th</sup> May, 2019; 14<sup>th</sup> August, 2019; 14<sup>th</sup> November, 2019 & 12<sup>th</sup> February, 2020.

### **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, 2020 is given below:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Meetings Attended</b>	<b>Category</b>
1.	Rahul Sudhakar Ahire	Chairman	4	Non- Executive Independent Director
2.	Aruna Fakira Jawale	Member	4	Non- Executive Independent Director
3.	Sunil V. Nagpal	Member	4	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. Dhiresb 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. Rahul Sudhakar Ahire (Chairman), Mr. Gautam Kalu Mohite, Mrs. Aruna Fakira Jawale, & Mr. Sunil Vishindas Nagpal as Members of the committee.

#### **Responsibilities of Compliance Officer**

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

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

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

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

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align

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

No Stock option has been allotted to any of the Directors during the financial year 2019-2020. 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 Mr. Rahul Sudhakar Ahire (Chairman), Mr. Gautam Kalu Mohite, Mrs. Aruna Fakira Jawale and Mr. Sunil Vishindas Nagpal as members of the committee.

### **Subsidiary Company**

The Company does not have any subsidiary companies.

### **Disclosures:**

- ❖ During the financial year 2019-20, 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, 2020 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:
- ❖ **Extra-Ordinary General Meetings:**

Year	Day, Date and Time	Venue	Special Resolutions Passed
2016-17	Saturday 30 <sup>th</sup> September, 2017 at 12.00 p.m.	Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad - 500 028 Telangana	Special Resolutions were passed at this meeting.
2017-18	Friday, 28 <sup>th</sup> September, 2018 at 11.00 a.m.	Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad - 500 028 Telangana	Special Resolutions were passed at this meeting.
2018-19	Monday, 30 <sup>th</sup> September, 2019 at 11.00 a.m.	Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad - 500 028 Telangana	No Special Resolutions were passed at this meeting.

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

Year	Date	Venue	Special Resolutions Passed
2016-17	No EGM held during this F.Y.	N.A.	N.A.
2017-18	05/03/2018	Gulshan-E-Khalil, 1st Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad - 500 028 Telangana	Appointed M/s Mohandas & Co, Chartered Accountants, Mumbai as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Chirag C. Mehta & Co, Chartered Accountants (FRN: 132696W), Mumbai

❖ **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, 29 <sup>th</sup> September, 2020 at 11:00 a.m. at Gulshan-E-Khalil, 1 <sup>st</sup> Floor, Part B, Beside A. P. Police Officers Mess, Masab Tank, Hyderabad – 500 028, Telangana.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited

❖ **Market Share Price Data:**

There is no data available for Market Share Price Data.

**Share Transfer System:**

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

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

**SEBI Complaints Redress System (SCORES)**

SEBI vide circular dated 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, 2020, Are As Follows;**

Sr. No.	Range	No. of Shares held	Percentage of Total Shares	Amount of the Shares	% of holding
1	UPTO 5,000	2806	37.68	5805519	0.09
2	5,001 - 10,000	1009	13.55	8677741	0.14
3	10,001 - 20,000	817	10.97	12941799	0.21
4	20,001 - 30,000	475	6.38	12248197	0.20
5	30,001 - 40,000	314	4.22	11253616	0.18
6	40,001 - 50,000	349	4.69	16897117	0.27
7	50,001 - 1,00,000	735	9.87	58669208	0.93
8	1,00,001 and Above	942	12.65	6153996053	97.99
	<b>Total</b>	<b>7447</b>	<b>100.00%</b>	<b>6280489250</b>	<b>100.00%</b>

#### Shareholding Pattern as on 31<sup>st</sup> March, 2020

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	5350963149	85.20
2.(a)	Individual Shareholders holding up to Rs.2 Lac	172614283	2.75
(b)	Individual Shareholders holding above Rs.2 Lac	499113909	7.95
3.	NRIs/HUF's/Clearing Members	247469409	3.94
	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 31<sup>st</sup> March, 2020, 6156292053 equity shares constituting 98.02% of the paid-up equity capital of the Company stood dematerialized.

❖ **Total Number of shares dematerialized as on 31.03.2020**

<b>Depository</b>	<b>No. of Shares</b>	<b>% of Paid up Capital</b>
NSDL	773504508	12.32
CDSL	5382787545	85.71
Physical	124197197	1.98
<b>Total</b>	<b>6280489250</b>	<b>100.00</b>

❖ **Financial Calendar (Tentative):**

Financial Year : 01 April, 2020- 31<sup>st</sup> March, 2021  
 First quarter result : 14<sup>th</sup> August, 2020  
 Half-yearly results : 14<sup>th</sup> November, 2020  
 Third quarter results : 14<sup>th</sup> February, 2021  
 Annual results : End of May, 2021  
 Annual General Meeting : September, 2021

❖ **Address for Correspondence:**

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

**Reconciliation of Share Capital Audit**

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

**Audit Qualifications**

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

**Non Mandatory Requirements**

**i) The Board**

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

**ii) Shareholders Rights**

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

**iii) Audit Qualifications**

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

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

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

**v) Reporting of Internal Auditors**

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

**For Yantra Natural Resources Limited**

**SD/-**

**Rahul Sudhakar Ahire**

**Director**

**DIN- 07709329**

**SD/-**

**Sunil V. Nagpal**

**Director**

**DIN- 06799707**

**Place: Hyderabad**

**Date: 25<sup>th</sup> August, 2020**

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, 2020 as stipulated in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub - regulation (1) of regulation 46 and Para C, D, and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

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

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

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

**For Mohandas & Co.**  
**Chartered Accountants**  
**FRN NO. 106529W**

SD/-

**CA. Belle Mohandas Shetty**  
**(Proprietor)**  
**M.NO. 031256**

**Place: Hyderabad**  
**Date: 18/07/2020**



**CERTIFICATE ON FINANCIAL STATEMENTS**

To,  
The Members,  
Yantra Natural Resources Limited

We have hereby certified that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2019-20 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/-**

**Rahul Sudhakar Ahire  
Director  
DIN- 07709329**

**SD/-**

**Sunil V. Nagpal  
Director  
DIN- 06799707**

**Place: Hyderabad  
Date: 25<sup>th</sup> August, 2020**

# **Independent Auditor's Report**

## **Report on the Audit of the Financial Statements**

### **Opinion**

We have audited the accompanying financial statements of **Yantra Natural Resources Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have

determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Assessment of provisions for taxation, litigation and claims</b> – As at 31st March 2020, Company had provisions in respect of possible or actual taxation disputes, litigation and claims</p> <p>These provisions are estimated using a significant degree of management judgment in interpreting the various relevant rules, regulations and practices and in considering precedents in the various jurisdictions.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>– Assessing the adequacy Company's tax provisions by reviewing correspondence with tax authorities;</li> <li>– Discussing significant litigation and claims with Company's management;</li> <li>– Reviewing previous judgments made by the relevant taxation authorities; and opinions given by company and</li> <li>– Assessing the reliability of Company's management's past estimates.</li> </ul>

## Information Other than the Financial Statements and

### Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report on Corporate Governance, Shareholder information and Report of the Board of Directors & Management Discussion and Analysis, but does not include the consolidated financial statements, financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

- The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

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

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibility for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use

of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**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, based on our audit we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representation received from Mr. Dhiresht Uttamchand Munver, Mr. Harshpal Singh and Mrs. Reshma Rajesh Malagavakar who are directors of Company, as on 31st March, 2020, and taken on record by the Board of Directors, we report that he is disqualified from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.

As far as other directors are concerned, on the basis of the written representations received from such directors, and taken on record by the Board of Directors, we report that none of the remaining directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W**

**SD/-**

**CA. Belle Mohandas Shetty  
Proprietor  
Membership No. 031256  
UDIN: 20031256AAAHS3826**

**Place: Mumbai  
Date: 18/07/2020**

# Annexure - A to the Independent Auditor's Report

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i).
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) With respect to immovable properties of acquired land and buildings that are freehold, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed /conveyance deed/ court orders approving schemes of arrangements/amalgamations and other documents provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date.
- (ii). As explained to us, the inventories other than material lying with third parties (which have substantially been confirmed) were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (iii). 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 Companies Act, 2013.
- (iv). In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v). According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 does not arise. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. According to the information and

explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.

- (vi). The maintenance of cost records has been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of specified products of the Company. For such products, we have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii). According to the information and explanations given to us, in respect of statutory dues:
- a. The Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - c. Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31st March, 2020 on account of disputes are given below:

Name of the Statute	Nature of the dues	Unpaid (Amount in Rs.)	Period to which the amount relates	Forum where pending
Income Tax Act, 1961	Income Tax	Rs. 138590	A.Y. 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax	Rs. 12373	A.Y. 2006-07	CPC
Income Tax Act, 1961	Income Tax	Rs. 219	A.Y. 2009-10	Assessing Officer
Income Tax Act, 1961	Income Tax	Rs. 2820	A.Y. 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax	Rs. 2820	A.Y. 2010-11	Assessing Officer
Income Tax Act, 1961	Income Tax	Rs. 138590	A.Y. 2010-11	Assessing Officer

Income Tax Act, 1961	Income Tax	Rs. 10	A.Y. 2014-15	Assessing Officer
Income Tax Act, 1961	Income Tax	Rs. 1150670	A.Y. 2017-18	Assessing Officer

- (viii). In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.
- (ix). The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x). To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi). In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii). The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii). In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.
- (xiv). During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv). In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi). The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W**

**SD/-**

**CA. Belle Mohandas Shetty  
Proprietor  
Membership No. 031256  
UDIN: 20031256AAAHS3826**

**Place: Mumbai  
Date: 18/07/2020**

## **Annexure - B to the Independent Auditor's Report**

**(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Yantra Natural Resources Limited of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Yantra Natural Resources Limited** ("the Company") as of 31st March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 authorizations 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.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the criteria for internal control over financial reporting 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 MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W**

**SD/-**

**CA. Belle Mohandas Shetty  
Proprietor  
Membership No. 031256  
UDIN: 20031256AAAAHS3826**

**Place: Mumbai  
Date: 18/07/2020**

# YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

## BALANCE SHEET AS AT 31ST MARCH, 2020

Particular	Notes	AS at 31st March' 2020	AS at 31st March' 2019
<b>A ASSETS</b>			
<b>1 Non-Current Assets</b>			
a) Property, Plant and Equipment	1	35,521	125,581
b) Financial Assets			
(i) Investments	2	1,145,309,448	1,145,309,448
(ii) Loans	3	567,875,235	567,875,235
c) Deferred Tax Assets (net)	4	0	0
d) Other Non-current Assets	5	16,647,999	16,647,999
<b>Total Non-Current Assets</b>		<b>1,729,868,203</b>	<b>1,729,958,263</b>
<b>2 Current Assets</b>			
a) Inventories	6	0	0
b) Financial Assets			
(i) Trade Receivables	7	411,854,528	417,234,378
(ii) Cash & Bank Balance	8	37,881	57,830
(iii) Others Financial Assets	9	4,651,071,531	4,654,705,020
c) Other Current Assets	10	8,885,537	12,049,007
<b>Total Current Assets</b>		<b>5,071,849,477</b>	<b>5,084,046,235</b>
<b>Total Assets</b>		<b>6,801,717,680</b>	<b>6,814,004,498</b>
<b>B EQUITY &amp; LIABILITIES</b>			
<b>1 Equity</b>			
a) Equity Share Capital	11	6,280,489,250	6,280,489,250
b) Other Equity	12	400,834,539	404,656,819
<b>Total Equity</b>		<b>6,681,323,789</b>	<b>6,685,146,069</b>
<b>3 Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
(i) Other Financial Liabilities	13	4,750,000	4,750,000
<b>Total Non-current Liabilities</b>		<b>4,750,000</b>	<b>4,750,000</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Trade Payables	14	57,277	1,968,127
b) Other Current Liabilities	15	115,175,084	118,852,980
c) Short Term Provisions	16	411,530	3,287,322
<b>Total Current Liabilities</b>		<b>115,643,891</b>	<b>124,108,429</b>
<b>Total Equity and Liabilities</b>		<b>6,801,717,680</b>	<b>6,814,004,498</b>

**Significant Accounting Policies & Notes on  
Financial Statements 1 to 33**

As per our report of even date attached

**For MOHANDAS & CO.**  
Chartered Accountants  
FRN No: 106529W

SD/-

**CA. Belle Mohandas Shetty**  
(Proprietor)  
Membership No. 031256  
UDIN: 20031256AAAHS3826

Place : Hyderabad  
Date : 18/07/2020

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

SD/-

**Rahul Sudhakar Ahire**  
Director  
DIN : 07709329

SD/-

**Sunil V Nagpal**  
Director  
DIN : 06799707

**YANTRA NATURAL RESOURCES LIMITED**  
(CIN : L14297AP1988PLC074808)

**Statement of Profit and Loss for the year ended 31st March, 2020**

Particular	Note	Year Ended 31st March, 2020	Year Ended 31st March, 2019
<b>Revenue from Operations</b>			
I. Revenue from Sales	17	0	7,713,950
II. Other Revenue Income	18	275,000	346,770
<b>III. Total Revenue from Operations</b>		<b>275,000</b>	<b>8,060,720</b>
<b>IV. Expenses:</b>			
Purchase of Stock-in-Trade	19	0	7,153,100
Change in inventories of finished goods, work in progress		0	0
Employee benefit expense	20	273,500	546,500
Financial costs	21	2,568	1,357
Depreciation and amortization expense	22	90,060	168,952
Other expenses	23	3,731,152	1,483,002
<b>Total Expenses</b>		<b>4,097,280</b>	<b>9,352,911</b>
V. Profit before tax (III - IV)		<b>(3,822,280)</b>	<b>(1,292,191)</b>
VI. Tax expense:			
(1) Current tax		0	0
(3) Deferred tax		0	0
XI. Profit(Loss) from the period from continuing operations		<b>(3,822,280)</b>	<b>(1,292,191)</b>
XII. Other comprehensive income:			
(i) Items that will not be reclassified to Statement of Profit and Loss		0	0
Statement of Profit and Loss		0	0
(iii) Items that will be reclassified to Statement of Profit and Loss		0	0
(iv) Income tax relating to items that will be reclassified to Statement of Profit and Loss		0	0
Total comprehensive income for the year		0	0
VII. Profit/(Loss) for the period (V - VI)		<b>(3,822,280)</b>	<b>(1,292,191)</b>
VIII. Earning per equity share:			
(1) Basic		(0.001)	(0.000)
(2) Diluted		(0.001)	(0.000)

**Significant Accounting Policies & Notes on  
Financial Statements -1 to 33**

As per our report of even date attached

For MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W

SD/-

CA. Belle Mohandas Shetty  
(Proprietor)  
Membership No. 031256  
UDIN: 20031256AAAHS3826

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

SD/-

Rahul Sudhakar Ahire  
Director  
DIN : 07709329

SD/-

Sunil V Nagpal  
(Director)  
DIN : 06799707

Place : Hyderabad  
Date : 18/07/2020

**YANTRA NATURAL RESOURCES LIMITED**

(CIN : L14297AP1988PLC074808)

**STATEMENT OF CHANGES IN EQUITY**  
FOR THE YEAR THE ENDED 31ST MARCH 2020

**A. EQUITY SHARE CAPITAL**

Particulars	Balance at the beginning of the reporting period 1st April 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31st March ,2019	Change in equity share capital during the year 2019-20	Balance at the end of reporting period i.e. 31 st March , 2020
1. Equity Share Capital	6280489250	0	6280489250	0	6280489250

**B. OTHER EQUITY**

	Reserves & Surplus			Other Comprehensive Income	Total
	Capital Reserve Account	Security Premium Reserve Account	Retained Earnings Accounts (Profit & Loss A/c)		
<b>As on 31 March 2019</b>					
Balance at the beginning of the reporting period 1st April 2018	8653125	385551250	11744635	0	405949010
Total Comprehensive Income for the year	0	0	0	0	0
Transfer to / (from) Equity Warrants	0	0	0	0	0
Transfer to / (from) retained earnings	0	0	-1292191	0	-1292191
Balance at the end of the reporting period i.e. 31st March ,2019	<b>8653125</b>	<b>385551250</b>	<b>10452444</b>	<b>0</b>	<b>404656819</b>
<b>As on 31 March 2020</b>					
Balance at the beginning of the reporting period 1st April 2019	8653125	385551250	10452444	0	404656819
Total Comprehensive Income for the year	0	0	0	0	0
Transfer to / (from) retained earnings	0	0	-3822280	0	-3822280
Balance at the end of the reporting period i.e. 31st March ,2020	<b>8653125</b>	<b>385551250</b>	<b>6630164</b>	<b>0</b>	<b>400834539</b>

**Significant Accounting Policies & Notes on Financial Statements 1 to 33**

As per our report of even date attached

For MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W

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

SD/-

SD/-

SD/-

CA. Belle Mohandas Shetty  
(Proprietor)  
Membership No. 031256  
UDIN: 20031256AAAHS3826

Rahul Sudhakar Ahire  
Director  
DIN : 07709329

Sunil V Nagpal  
Director  
DIN : 06799707

Place : Hyderabad  
Date : 18/07/2020



# YANTRA NATURAL RESOURCES LIMITED

(CIN : L14297AP1988PLC074808)

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	(Amount in `)	
	As at 31st March, 2020	As at 31st March, 2019
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit after tax as per Statement of Profit & Loss	(3,822,280)	(1,292,191)
Adjustments for :		
(Profit) / Loss on Sale of Discard of Assets (Net)	0	0
Depreciation	90,060	168,952
Deffered Tax Assets	0	0
Other Income	(275,000)	(346,770)
Finance Cost	2,568	1,357
Net / Loss Gain on Investments	0	0
<b>Operating Profit before working capital changes</b>	<b>(4,004,652)</b>	<b>(1,468,652)</b>
Adjustments for :		
(Increase)/Decrease in trade receivables	5,379,850	15,116,050
(Increase)/Decrease in other assets	3,163,470	31,420,650
(Increase)/Decrease in inventories	0	0
Increase/(Decrease) in trade payables	(1,910,850)	(78,576,798)
Increase/(Decrease) in other liabilities	(3,677,896)	4,675,762
Increase/(Decrease) in provisions	(2,875,792)	(8,625)
<b>Cash generated from operations</b>	<b>78,782</b>	<b>(27,372,961)</b>
Net Income taxes (paid) / refunds	0	0
<b>Net cash from operating activities</b>	<b>78,782</b>	<b>(28,841,613)</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sales / ( Purchase ) of Investment	0	68,500,000
Profit on Sale of investment	0	0
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>0</b>	<b>68,500,000</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Other Income	275,000	346,770
Finance Cost	(2,568)	(1,357)
Unsecured Trade Loan received / (Repaid)	3,633,489	(40,076,440)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>3,905,921</b>	<b>(39,731,027)</b>
<b>Net Increase in Cash &amp; Cash Equivalent ( A + B + C + D )</b>	<b>(19,949)</b>	<b>(72,640)</b>
Opening Cash & Cash Equivalent	i 57,830	130,470
Closing Cash & Cash Equivalent	ii 37,881	57,830
<b>Net Increase in Cash &amp; Cash Equivalent ( ii - i )</b>	<b>(19,949)</b>	<b>(72,640)</b>

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

For MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W

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

SD/-

SD/-

SD/-

CA. Belle Mohandas Shetty  
(Proprietor)  
Membership No. 031256  
UDIN: 20031256AAAHS3826

Rahul Sudhakar Ahire  
Director  
DIN : 07709329

Sunil V Nagpal  
Director  
DIN : 06799707

Place : Hyderabad  
Date : 18/07/2020

**YANTRA NATURAL RESOURCES LIMITED**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

**1 FIXED ASSETS**

(Amount in `)

Name of Asset	Gross Block				Depreciation				Net Block	
	As at 01.04.2019	Additions	Deletions	As at 31.03.2020	As at 01.04.2019	For the Year	Deletions	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
<b>A - Tangible Assets</b>										
Plant & Machineries	21,202,351	0	0	<b>21,202,351</b>	21,202,351	0	0	<b>21,202,351</b>	0	0
Office Equipments	33,307	0	0	<b>33,307</b>	30,439	1,583	0	<b>32,022</b>	1,285	2,868
Furniture & Fixture	146,008	0	0	<b>146,008</b>	146,008	0	0	<b>146,008</b>	0	0
Computers & Printers	295,700	0	0	<b>295,700</b>	280,944	14,756	0	<b>295,700</b>	0	14,756
Electrical Fittings	1,164,640	0	0	<b>1,164,640</b>	1,056,683	73,721	0	<b>1,130,404</b>	34,236	107,957
<b>Current Year</b>	<b>22,842,006</b>	<b>0</b>	<b>0</b>	<b>22,842,006</b>	<b>22,716,425</b>	<b>90,060</b>	<b>0</b>	<b>22,806,485</b>	<b>35,521</b>	<b>125,581</b>
<b>Previous Year</b>	<b>22,546,306</b>	<b>295,700</b>	<b>0</b>	<b>22,842,006</b>	<b>22,378,521</b>	<b>168,952</b>	<b>0</b>	<b>22,716,425</b>	<b>125,581</b>	<b>294,533</b>

## YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 2 NON CURRENT INVESTMENTS

Particular	As at		As at	
	31st March, 2020		31st March, 2019	
Trade Investment (Valued at cost unless stated otherwise)	No. of Shares / Debentures	Amount	No. of Shares / Debentures	Amount
<b>A. Investment in Shares - Quoted</b>				
Amrapali Fincap Limited (Equity Share of Rs. 10/- each)	200000	20,000,000	200000	20,000,000
<b>B. Investment in Debentures</b>				
Investment In Debentures		350,000,000		350,000,000
<b>C. Investment in Shares - Unquoted Share</b> (As per list attached)				
		775,309,448		775,309,448
<b>Total</b>		<b>1,145,309,448</b>		<b>1,145,309,448</b>

### 3 LONG TERM LOANS AND ADVANCES

Particular	(Amount in `)	
	As at 31st March, 2020	As at 31st March, 2019
Loans and Advances	786,985	786,985
Advance against Purchase	567,088,250	567,088,250
<b>Total</b>	<b>567,875,235</b>	<b>567,875,235</b>

### 4 DEFFERED TAX ASSETS (NET)

Particular	(Amount in `)	
	As at 31st March, 2020	As at 31st March, 2019
Depreciation as per Books	0	0
Depreciation as per Income Tax	0	0
Difference	0	0
Current Year Provision	0	0
Add : Opening Balance	0	0
<b>Balance C/F</b>	<b>0</b>	<b>0</b>

### 5 OTHER NON CURRENT ASSETS

Particular	(Amount in `)	
	As at 31st March, 2020	As at 31st March, 2019
Preliminary Expenses (Misc Exp)	16,647,999	16,647,999
<b>Total</b>	<b>16,647,999</b>	<b>16,647,999</b>

## YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 6 INVENTORY

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Stock in Hand	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

### 7 TRADE RECEIVABLES

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
<u>(Unsecured but considered good)</u>		
Outstanding Over six months	411,854,528	417,234,378
Others -Trades Receivable	0	417,234,378
<b>Total</b>	<b>411,854,528</b>	<b>417,234,378</b>

### 8 CASH & CASH EQUIVALENTS

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Cash on Hand	1,016	14,946
Bank balance with current accounts	36,865	42,884
<b>Total</b>	<b>37,881</b>	<b>57,830</b>

8.1 Cash and Cash Equivalents includes deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.

### 9 SHORT TERM LOANS & ADVANCES

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
<b>ADVANCES</b>		
Advance for Assets	2,089,742,486	2,086,717,759
Trade Advances	2,561,329,045	2,567,987,261
<b>Total</b>	<b>4,651,071,531</b>	<b>4,654,705,020</b>

### 10 OTHER CURRENT ASSETS

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Deposit - Others	30,025	330,025
Prepaid Income Tax	15,843	2,879,313
Deposit - ED	8,839,669	8,839,669
<b>Total</b>	<b>8,885,537</b>	<b>12,049,007</b>

# YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

## 11 SHARE CAPITAL

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
<b>AUTHORISED SHARE CAPITAL</b>		
6500000000 (previous year 6500000000) Equity Shares of ` 1/- each	6,500,000,000	6,500,000,000
	6,500,000,000	6,500,000,000
<b>11.1 ISSUED, SUBSCRIBED AND PAID UP</b>		
6280489250 (previous year 6280489250) equity shares of ` 1/- each fully paid up *	6,280,489,250	6,280,489,250
<b>Total</b>	<b>6,280,489,250</b>	<b>6,280,489,250</b>

## 11.2 Reconciliation of the shares / warrants outstanding

i. Equity shares Particular	As at 31st March, 2020		As at 31st March, 2019	
	Number of Share	Amount in `	Number of Share	Amount in `
i. At the beginning of the period	6280489250	6,280,489,250	6280489250	6,280,489,250
ii. Bonus Share Issued during the period	0	0	0	0
<b>Outstanding at the end of the period</b>	<b>6280489250</b>	<b>6,280,489,250</b>	<b>6280489250</b>	<b>6,280,489,250</b>

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

## 11.4 Terms/Rights attached to equity shares

i) The Company has only one class of share capital, i.e. equity shares having face value of Re.1/- per share. Each holder of equity share is 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.

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

Name of the shareholders	As at 31-03-2020		As at 31-03-2019	
	Number of shares	Shareholding %	Number of shares	Shareholding %
Snehil Real Estate Pvt Ltd	393,750,000	6.27%	393,750,000	6.27%
Acacio Tradelink Private Limited	398,125,000	6.34%	398,125,000	6.34%
RAJMISH TRADERS LLP	411,075,000	6.55%	411,075,000	6.55%
Sounthmint Real Estate Pvt Ltd	385,000,000	6.13%	385,000,000	6.13%
Rosewood Vintrade Pvt Ltd	345,975,000	5.51%	345,975,000	5.51%

## YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 12 RESERVES & SURPLUS

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
<b>A. Capital Reserve Account</b>		
- Balance at beginning of the year	8,653,125	8,653,125
Add:- Addition on Forfeiture of Warrents application Money	0	0
<b>Balance at the end of the year</b>	<b>8,653,125</b>	<b>8,653,125</b>
<b>B. Security Premium Account</b>		
- Balance at beginning of the year	385,551,250	385,551,250
Add:- Additions during the Year	0	0
Less: Capitalisation for issue of Bonus Shares	0	0
<b>Balance at the end of the year</b>	<b>385,551,250</b>	<b>385,551,250</b>
<b>C. Statement of Profit &amp; Loss A/c</b>		
Balance as per the last financial statements	10,452,444	11,744,635
balance in the statement of profit and	(3,822,280)	(1,292,191)
<b>Closing Balance</b>	<b>6,630,164</b>	<b>10,452,444</b>
<b>Total Reserves and Surplus ( A+B+C )</b>	<b>400,834,539</b>	<b>404,656,819</b>

### 13 OTHER LONG TERM LIABILITIES

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Trade Advances	4,750,000	4,750,000
<b>Total</b>	<b>4,750,000</b>	<b>4,750,000</b>

### 14 TRADE PAYABLE

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Trades Creditors	57,277	1,968,127
<b>Total</b>	<b>57,277</b>	<b>1,968,127</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 2020 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

### 15 OTHER CURRENT LIABILITIES

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Creditors for Expenses	21,899,084	22,600,356
Advance from Customer	93,276,000	96,252,624
<b>Total</b>	<b>115,175,084</b>	<b>118,852,980</b>



## YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 16 SHORT TERM PROVISIONS

	(Amount in `)	
Particular	As at 31st March, 2020	As at 31st March, 2019
Provision for Expenses *	0	0
Provision for taxation	411,530	3,287,322
<b>Total</b>	<b>411,530</b>	<b>3,287,322</b>

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

### 17 REVENUE FROM OPERATION

	(Amount in `)	
Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Sales	0	7,713,950
<b>Total</b>	<b>0</b>	<b>7,713,950</b>

### 18 OTHER INCOME

	(Amount in `)	
Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Other Income	275,000	346,770
<b>Total</b>	<b>275,000</b>	<b>346,770</b>

### 19 PURCHASE OF STOCK IN TRADE

	(Amount in `)	
Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Purchase Account	0	7,153,100
<b>Total</b>	<b>0</b>	<b>7,153,100</b>

### 20 EMPLOYEE BENEFIT EXPENSES

	(Amount in `)	
Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Staff Salary & welfare exp	273,500	546,500
<b>Total</b>	<b>273,500</b>	<b>546,500</b>

### 21 FINANCIAL COST

	(Amount in `)	
Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Bank & Other Financial Charges	2,568	1,357
<b>Total</b>	<b>2,568</b>	<b>1,357</b>

## YANTRA NATURAL RESOURCES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 22 DEPRECIATION AND AMORTIZATION EXPENSES

(Amount in `)

Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Depreciation	90,060	168,952
<b>Total</b>	<b>90,060</b>	<b>168,952</b>

### 23 OTHER EXPENSES

(Amount in `)

Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Listing Fees	2,797,520	244,262
Advertisement Expenses	8,050	6,900
AGM Expenses	7,210	4,600
Auditors Remunerations	35,000	35,000
Conveyance Expenses	3,410	16,300
Office Expenses	339,060	24,110
Website Expenses	3,900	3,900
Electricity Expenses	6,480	6,710
Maintenance Charges	12,000	12,000
Office Rent	336,000	40,000
Interest on Loan	0	1,000,000
Postage & Telegrams/ Telephone/ Mobile exp	1,780	5,320
Printing & Stationery	5,690	7,360
Legal Filing Fees & Charges	(24,948)	46,040
Contribution towards Corporate Social Responsibility	200,000	30,500
<b>Total</b>	<b>3,731,152</b>	<b>1,483,002</b>

### 24 Earning Per Shares

(Amount in `)

Particular	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Net Profit After taxation	(3,822,280)	(1,292,191)
Weighted Average number of Equity Shares	6,280,489,250	6,280,489,250
Add: Dilutive Potential Equity Shares	0	0
Number of Equity Shares for Dilutive EPS	6,280,489,250	6,280,489,250
Nominal Value of Shares	1	1
Basic Earning Per Share	(0.001)	(0.000)
Diluted Earning Per Share	(0.001)	(0.000)

### 25 Provisions and Contingent Liabilities

A provision is recognized when the Company has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle such obligation, in respect of which a reliable estimate can be made. Contingent liabilities not provided for in the accounts are disclosed in the account by way of notes specifying the nature and quantum of such liabilities.

Under the Income Tax Act, 1961, assessment of income for the various assessment years have taken place under the Income Tax Act, 1961. As a result a total demand of Rs. 14.46 Lacs has arisen. Considering the nature of additions made and recent judicial pronouncements, there are good chances that the additions shall be deleted in the appropriate proceedings and therefore no provision in this respect has been made in respect of outstanding demand.

### 26 Employment Benefits

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

# YANTRA NATURAL RESOURCES LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

### 27 Auditors Remuneration

Particular	(Amount in `)	
	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Audit Fees	35,000	35,000
Tax Audit Fees	0	0
	<b>35,000</b>	<b>35,000</b>

### 28 Segment Reporting

The Company has only one segment of activity during the year, hence segment wise reporting as defined in accounting

### 29 Related Party Transaction

#### a) Key Managerial Person

Dhiresht Uttamchand Munver	Director
Rajindra Pal Singla	Director
Harshpal Singh	Director
Reshma Rajesh Malagavakar	Director
Sunil Vishindas Nagpal	Director
Aruna Fakira Jaware	Director
Gautam Kalu Mohite	Director
Rahul Sudhakar Ahire	Director

### 30 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

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

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

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

As per our report of even date attached

For MOHANDAS & CO.  
Chartered Accountants  
FRN No: 106529W

SD/-

CA. Belle Mohandas Shetty  
(Proprietor)  
Membership No. 031256  
UDIN: 20031256AAAHS3826

Place : Hyderabad  
Date : 18/07/2020

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

SD/-

Rahul Sudhakar Ahire  
Director  
DIN : 07709329

SD/-

Sunil V Nagpal  
Director  
DIN : 06799707



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**Tel No:- 040 – 40119926**

**E-Mail Id:- [yantranrltd@gmail.com](mailto:yantranrltd@gmail.com)**