

YATRA CAPITAL

YATRA CAPITAL LIMITED

(IN LIQUIDATION)

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

INVESTMENT MANAGER

 **IL&FS | IL&FS Investment Advisors LLC**

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Performance Summary

- Yatra Capital Limited (in liquidation) (“Yatra” or “the Company”) through its investment in K2 Property Limited (“K2”) has completely exited from 13 out of a total of 14 investments in its portfolio up to 31 March 2019. These include exits from a mixed-use project in Bhavnagar, a listed investment in Phoenix Mills Limited, Gangetic Developers Private Limited in Agra, Palladium Constructions in Bangalore, Vamona Developers Private Limited in Pune, City Centre Mall in Nashik, Treasure Town in Bijalpur, Indore, Taj Gateway, Kolkata, Fountain Head in Pune, Riverbank Developers in Kolkata Forum IT Parks in Kolkata and Kolte Patil Real Estate Private Limited – Residential Pune.
- For Saket Engineers, the fair value expressed in the Statement of Financial Position is equivalent to the consideration received by K2 Property Limited after the financial year end arising from the disposal of the investment.
- The Company was placed in liquidation by its shareholders at a general meeting held on 17th September 2018.
- As a result of the decision to liquidate the Company, the Company has prepared its Financial Statements on a liquidation basis. This means that the financial statements are required to incorporate the directors’ assessment of the sums that will be available for distribution to shareholders once all assets have been realised and all liabilities settled. The directors have assessed the values of the Company’s remaining assets on this basis, and have taken account of all known and anticipated costs to close the Company, having made a reasonable assessment of the length of time that it will take to deal with the conversion of assets into cash, the settlement of liabilities and the completion of closure formalities, including audit and tax filing matters. On this basis, the directors have assessed an estimated outcome range of EUR 4.2-4.5 per share (31 March 2018 – EUR 4.0-4.4 per share). This assessment remains subject to the timeline to wind up the structures created within the Group in different Jurisdictions (i.e. Mauritius, Cyprus & Jersey).
- Net Asset Value (“NAV”) per share* increased by 5.5% from EUR 4.20 as at 31 March 2018 to EUR 4.43 as at 31 March 2019. The net profit for the year ended 31 March 2019 derived from the investment activities of the Company was EUR 0.48 mn. This is as compared to a net loss of EUR 9.74 mn for the year ended 31 March 2018. Basic and diluted earnings per share for the year ended 31 March 2019 was EUR 0.22 as compared to basic and diluted loss per share of EUR 3.2 for the year ended 31 March 2018.

**NAV per share is based on Yatra’s net assets derived from the Statement of Financial Position as at 31 March 2019 divided by the number of shares then outstanding and in issue.*

Chairman's Statement

Dear Shareholders,

I am pleased to report to you on the performance of the Company for the year ended 31 March 2019 and its steady progress towards winding-up.

The Company's wholly owned subsidiary, K2 Property Limited, disposed of its last remaining investment (Saket Engineers) in May 2019. The disposal was achieved at a modestly higher value than its carrying value. Taken alongside a very significant reduction in operating costs and a slightly favourable EUR INR change over the period, the Company has been able to deliver a positive outcome for the year under review. This has enabled the board to revise the Company's target per share realization range to EUR4.2-4.5 per share (31 March 2018 EUR 4.0-4.4 per share). The Company's remaining assets now comprise EUR denominated cash balances, and liabilities represent the costs to complete the liquidation of the Company and its subsidiaries.

In terms of timing of future events, the liquidation of the Company's underlying subsidiaries is already well under way. The board is targeting a closure of the Company by 31st December 2019, but it is possible that this may extend into Q1/2020, as we are dependent on governmental and regulatory processes to facilitate corporate liquidation approvals. It remains the board's intention to complete a single final distribution of the Company's remaining net assets in cash to shareholders immediately prior to the dissolution of the Company. I will keep shareholders informed in respect of the timing of this event as circumstances permit.

As always, I would like to thank my board colleagues, our Investment Manager, IL&FS Investment Advisors LLC, our advisors, and you, our shareholders, for your continuing support.

Best wishes



Richard Boléat

Chairman

30 July 2019

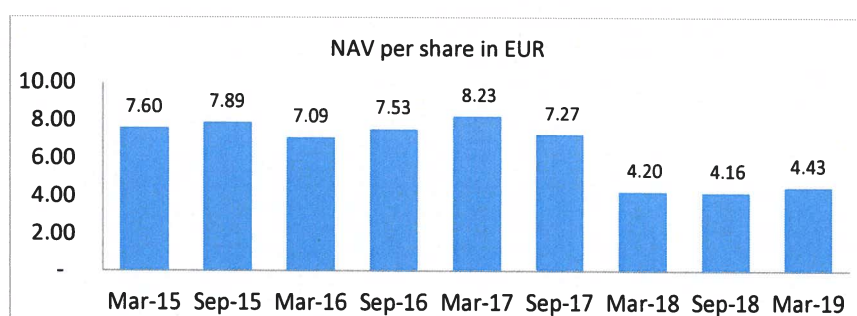
Portfolio Highlights

The Group has received the exit consideration from its two remaining investments (from one investment (KPRE) in FY2019 and from a second investment (Saket Engineers) in May 2019). Consequently its portfolio of 14 investments which includes one written off asset were fully liquidated. The Company received gross proceeds of EUR 8.9 mn from the last two divestments with total cumulative gross realizations being EUR 102.5 mn up to 31 May 2019.

NAV

As of 31 March 2019, the Company's NAV* substantially represents the fair value of Yatra's investment in K2 and net cash in the Company.

The movement in the NAV per share of the Company since 2015 is as per the graph below:



**NAV per share is based on Yatra's net assets derived from the Statement of Financial Position as at 31 March 2019 divided by the number of shares then outstanding and in issue.*

Board of Directors

Richard Boléat

Richard Boleat was born in Jersey, Channel Islands in 1963. He qualified as a Chartered Accountant with Coopers & Lybrand in the UK in 1988. He subsequently worked in the Middle East, Africa and the UK for a number of commercial and financial services groups before returning to Jersey in 1990. He was a Principal of Channel House Financial Services Group Limited prior to its acquisition by Capita Group plc ("Capita") in September 2005. Richard led Capita's financial services client practice in Jersey until September 2007, when he left the company to establish an independent corporate governance practice. He currently acts as Chairman of CVC Credit Partners European Opportunities Limited and SME Credit Realisation Fund Limited and as a Director and Audit Committee Chairman of M&G Credit Income Investment Trust plc and Aseana Properties Limited, all of which are listed on the London Stock Exchange, and is an independent director of a number of other substantial collective investment and investment management entities. He is personally regulated by the Jersey Financial Services Commission.

David Hunter

David Hunter is Managing Director of Hunter Advisers, a property fund consultancy which offers advice on the launch and operation of property funds in the UK and overseas. Coupled with this role, he has a number of non-executive positions in UK and international property companies, focused on delivering value for shareholders. Until 2005, David was a leading Pan-European property fund manager with over 20 years' experience and an exceptional track record of building and running fund management businesses.

David was President of the British Property Federation in 2003-04 and led the industry delegation which successfully negotiated with the UK Government for the introduction of REITs.

George Baird

George was born in Dundee, Scotland in 1950 and qualified with AYMM in 1974 before moving to Jersey in 1980 to work for the States of Jersey in the finance area. In 1991 he was appointed Treasurer of the States of Jersey, one of the most senior positions in the Civil Service reporting to the Finance and Economics Committee whose main responsibility was defining and implementing government financial and budget strategy. In 1999 he moved to Mourant as Group Finance and Operations Director until his retirement in 2002. Since then he has built up a portfolio of non-executive directorships in the Channel Islands to include several property companies where he plays a prominent role on the Investment and Audit Committees.

YATRA CAPITAL

Directors' Report

The Directors present their annual report and the audited financial statements of Yatra Capital Limited Limited (in liquidation) ("the Company") for the year ended 31 March 2019.

The Company

The Company was established in Jersey on 26 May 2006. The Company's ordinary shares were admitted to listing on the Euronext Market on 6 December 2006. The Company was established to invest in Foreign Direct Investment (FDI) compliant Indian real estate development opportunities. As of the date of publication of this report, the Company has divested all of its holdings and continues its focus on returning capital to shareholders and liquidating the Company and its subsidiaries ("Group").

The Board of K2 Property Limited ("K2") will decide on the possible redemption date to redeem Class A & Class B shares held by the Company and then proceed to upstream the funds available from its subsidiaries to the Company. The Board of K2 will also consider the interim extension of Investment Management Agreement with IL&FS Investment Advisors LLC until the appointment of the liquidator to wind up K2 and its subsidiaries. As at 31 March 2019, the Board of K2 has not decided yet on the redemption date of the Class A & Class B shares held by the Company and the extension of the Investment Management Agreement with IL&FS Investment Advisors LLC.

The Company was placed in liquidation by its shareholders on 17th September 2018.

Going Concern

The Company was placed in liquidation by its shareholders on 17th September 2018. The financial statements of the Company have not been prepared on a going concern basis for the year ended 31 March 2019.

Business Review

A review of the Company's activities during the year is set out in the Chairman's Statement on page 3.

Results and Dividend

The Company's results for the year ended 31 March 2019 are shown in the Statement of Profit or Loss and Other Comprehensive Income (page 18) and related notes (pages 21 to 39). The Directors do not propose to declare a dividend for the year under review (31 March 2018 - Nil).

Directors

All the directors of the Company are independent. The membership of the Board of Directors ("Board") is set out below.

Director	Date of Appointment
David Hunter	5 June 2006
Richard Boléat (Chairman)	27 January 2010
George Baird (Chairman of the Audit and Risk Committee)	8 March 2012

YATRA CAPITAL

Directors' Report (Continued)

Richard Boleat, David Hunter and George Baird served office throughout the period under review. Malcom King and Christopher Wright did not seek re-election to the board of Directors at the Annual General Meeting on 17 September 2018. Ramesh Chander Bawa resigned on 21 September 2018.

Directors' Interests

The following directors had interests in the shares of the Company as at 31 March 2019.

Director	Number of Ordinary Shares
David Hunter	2,840

David Hunter is also a director of K2 Property Limited, a subsidiary of the Company.

Directors' Remuneration

During the year, the directors received the following emoluments from the Company:

Directors of the Company	Remuneration (in EUR)
David Hunter	23,669
Malcolm King (Resigned – 17 September 2018)	13,668
Richard Boléat	*30,725
Christopher Wright (Resigned – 17 September 2018)	13,669
George Baird	24,428
Total	106,159

*€ 16,745 of Richard Boléat's remuneration was paid by K2 Property Limited on behalf of the Company (see note 10).

There are no service contracts in existence between the Company and its directors. However, each director was appointed by a Letter of Appointment, which sets out the main terms of the appointment. All the directors offer themselves for re-election each year at the Annual General Meeting of the Company, unless they elect not to do so.

Management

IL&FS Investment Advisors LLC ("IIAL") provides investment management services to K2 Property Limited. IIAL is a wholly owned subsidiary of IL&FS Investment Managers Limited ("IIML"), which is in turn a subsidiary of Infrastructure Leasing & Financial Services Limited ("IL&FS") a company incorporated in India. IIML is listed on the National Stock Exchange of India Limited and BSE Limited. IIAL also provides coordination of public relations, investor relations and other general operating services to the Company.

Statement of Directors' Responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards and applicable law.

YATRA CAPITAL

Directors' Report (Continued)

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing as applicable matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

As disclosed in note 2.1 to the financial statements, these financial statements have not been prepared on a going concern basis.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Companies (Jersey) Law 1991. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whatever due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in Jersey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement

With regard to Regulation 2004/1109/EC of the European Union (the "EU Transparency Directive"), the directors confirm to the best of their knowledge that:

- The financial statements for the year ended 31 March 2019 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as required by law and in accordance with International Financial Reporting Standards; and
- The Directors' report and Chairman's statement give a fair view of the development of the Company's business, financial position and the important events that have occurred during the year and their impact on these financial statements.

The principal risks and uncertainties faced by the Company are disclosed below and in note 3 of these financial statements.

Directors' Report (Continued)

Corporate Governance

A statement of Corporate Governance can be found on pages 10 to 12.

Key Risks

Risk attributed towards the Company's liquidation process is concentrated on achieving clearance from regulatory and governmental agencies in respect of the dissolution and deregulation of the various entities comprising the Group. The Company, through the Investment Manager, monitors this risk and, where applicable, procures advice from specialist lawyers and tax advisors as necessary.

Annual General Meeting

The last Annual General Meeting (AGM) of the Company was convened on 17 September 2018.

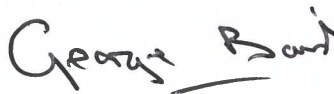
Independent Auditors

KPMG Channel Islands Limited was reappointed as auditor at the Annual General Meeting held on 17 September 2018.

By Order of the Board



Richard Boléat
Chairman



George Baird
Director and Audit & Risk Committee
Chairman

Date: 30 July 2019

Corporate Governance Report

It is the Company's policy to comply with best corporate governance practices. The Company recognizes that effective governance is a fiduciary responsibility fundamental to its long-term success. The Board endeavors to foster a management culture based on effective checks and balances, proper procedures for managing risks attached to opportunities, and accountability towards stakeholders with regard to the policies pursued.

Role of the Board

Now that the Company has been placed in liquidation, the role of the board is limited by law to the gathering in of assets, the settlement of liabilities, the distribution of residual capital to shareholders, and the dissolution the Company and its subsidiaries. The Board members have reaffirmed their independence wherever appropriate other than as disclosed elsewhere in these financial statements.

The directors believe that this annual report and Financial Statement prepared on a liquidation basis, taken as a whole, present a fair, balanced and understandable assessment of the Company's position and prospects.

Board Decisions

The Board ensures during its meetings that strategic matters are considered as well as matters of particular concern to shareholders. The operational obligations of the Board have been delegated through appropriate arrangements to the Investment Manager and the Administrator, as all members of the Board are non-executive.

Board Meetings

The Board holds its meetings regularly and also meets as and when required to consider specific issues reserved for decision by the Board. The Board met 4 times during the year under review. Attendance at Board meetings by individual board members is disclosed as follows:

Director	Attendance at Meetings
David Hunter	4
Richard Boléat	4
Malcolm King (Resigned -17 September 2018)	2
Christopher Wright King (Resigned -17 September 2018)	2
George Baird	4
Ramesh Bawa (Resigned – 21 September 2018)	-

Corporate Governance Report (continued)

Committees of the Board

Audit & Risk Committee

The Audit & Risk Committee (ARC) is comprised entirely of independent directors: George Baird (Chairman) and Richard Boléat, who are each considered to have the requisite expertise in matters of finance and accounting. George Baird is also Chairman of the Audit & Risk Committee of K2 Property Limited. The ARC meets at least three times a year and, if required, meetings can also be attended by the Investment Manager, the Administrator and the Independent Auditor.

The ARC is responsible for ensuring that the financial performance of the Company is properly monitored, controlled and reported on. The ARC's primary responsibilities are to review accounting policies and the financial statements, understand and agree the key underlying principles, engage in discussions with external auditors and ensure that an effective internal control framework exists. The duties of the ARC are covered under the terms of reference of the ARC and include:

- To oversee the selection process of external auditors and make recommendations to the Board in respect of their appointment, re-appointment and remuneration;
- To ensure the integrity of the financial statements;
- To monitor and review the independence of the auditors, their objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements;
- To keep under review the effectiveness of internal financial controls;
- To ensure that a member of the ARC attends the Annual General Meeting of the Members;
- To oversee the effectiveness of the processes and controls used by the Company to monitor and manage risk within the parameters adopted by the Board; and
- To review the Company's major risk exposures and the steps taken to monitor and control such exposures.

The directors believe that due to the structure and size of the Company, no internal audit function is appropriate or required. During the year under review, the ARC met 3 times. The table below shows the attendance of the ARC members and former members at the meetings for the year under review:

Director	Attendance at Meetings
Richard Boléat	3
Malcolm King (Resigned -17 September 2018)	1
Christopher Wright (Resigned – 17 September 2018)	1
George Baird	2

Remuneration and Nominations Committee

The Remuneration and Nominations Committee (RNC) comprises Richard Boléat and David Hunter (Chairman). RNC is responsible for the terms of appointment and remuneration of the Company's directors and the incentive policies of the Company, K2 Property Limited and its subsidiaries as a

Corporate Governance Report (continued)

whole. The RNC met once during the period under review. The table below shows the attendance of the RNC members and former members at the meeting for the year under review:

Director	Attendance at Meetings
Richard Boléat	1
David Hunter	1
Ramesh Bawa (Resigned – 21 September 2018)	0

Shareholder Relations

Shareholder communications are a priority of the Board and the Company maintains a regular dialogue with its shareholders. The Company promptly posts all relevant information and news to the Authority for Financial Markets, Euronext and on its website. The Chairman and representatives of the Investment Manager make themselves available to meet with key shareholders, analysts, current and future investors and the media. The Board monitors its investor relations process consistently to ensure the effectiveness of the Company's communications. The notice of the Annual General Meeting is posted to the shareholders at least 42 clear days in advance of the meeting. Shareholders or their proxies are encouraged to attend and participate in the Annual General Meeting. The Chairman and representatives of the Investment Manager are available at the Annual General Meeting to address any questions that the shareholders wish to raise.

Financial statements

In compliance with the Dutch Financial Supervision Act (FSA) relating to the Company's Euronext Amsterdam Listing, the audited annual and the unaudited semi-annual financial statements of the Company are also uploaded on its website www.yatracapital.com

Independent Auditor's Report to the Members of Yatra Capital Limited

Our opinion is unmodified

We have audited the financial statements of Yatra Capital Limited (the "Company"), which comprise the statement of financial position as at 31 March 2019, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information. The financial statements have not been prepared on the going concern basis for the reason set out in Note 2.1.

In our opinion, the accompanying financial statements:

- give a true and fair view of the financial position of the Company as at 31 March 2019, and of the Company's financial performance and cash flows for the year then ended;
- are prepared in accordance with International Financial Reporting Standards as issued by the IASB; and
- have been properly prepared in accordance with the requirements of the Companies (Jersey) Law, 1991.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including FRC Ethical Standards as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Key Audit Matters: our assessment of the risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. 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. In arriving at our audit opinion above, the key audit matter, was as follows:

The risk

Our response

Valuation of financial assets held at fair value through profit and loss (the "investment")

€7,486,395;
(2018: €8,775,151)

Refer to note 2.4
accounting policy and
notes 3.6 and 4.1
disclosures

Basis:

The Company invests in K2 Property Limited ("K2"). K2 in turn invests in indirect subsidiaries ("Portfolio Companies") which ultimately invest in Indian property holding and development companies. The fair value of the investment held by the Company as at 31 March 2019 was assessed by the Board of Directors based on the audited net asset value of K2 as at 31 March 2019.

78% of the Company's total assets are represented by the fair value of K2, an unquoted subsidiary.

A significant proportion of K2's net asset value comprises of a receivable from a fully exited development (the "Portfolio") which was held in a Portfolio Company, and cash and cash equivalents.

This receivable was fully settled by the counterparty post year-end.

Risk:

The Company's investment in K2 is valued based on the audited net asset value of K2 as at 31 March 2019, which is determined using unobservable inputs. As a result, there is a risk that the fair value of the Company's investment in K2 may not be appropriate.

Our audit procedures included:

Controls Testing:

- Tested the design and implementation of the controls around the valuation process adopted by the Company.

Substantive Testing:

- We agreed the fair value of the Company's investment to the audited net asset value of K2 as at 31 March 2019.
- We held discussions with the auditor of K2 and reviewed their 31 March 2019 audit working papers in order to consider the adequacy of their audit procedures over the K2 net asset value, including the recoverability of the Portfolio receivable post year end.

Assessing disclosures:

We considered the Company's investment valuation policies and their application as described in note 2.4 for compliance with International Financial Reporting Standards issued by the IASB, in addition to the adequacy of disclosures in notes 3.6 and 4.1 in relation to fair values and critical accounting estimates in determining the fair value of the investment.

Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements as a whole was set at €95,000, determined with reference to a benchmark of Total Assets of €9,546,074, of which it represents 1% (2018: 1%).

We reported to the Audit and Risk Committee any corrected or uncorrected identified misstatements exceeding €4,750, in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above, which has informed our identification of significant risks of material misstatement and the associated audit procedures performed in those areas as detailed above.

We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report which comprise the Performance Summary, Chairman's Summary, the Directors' Report and the Corporate Governance Report (the "other information"), together with the financial statements. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

We have nothing to report on other matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Company; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 7, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of this report and restrictions on its use by persons other than the Company's members as a body

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Alexander Le Bailly

For and on behalf of KPMG Channel Islands Limited

Chartered Accountants and Recognised Auditors

Jersey

31 July 2019

Statement of Financial Position

As at 31 March 2019

		As at 31-Mar 2019 EUR	As at 31-Mar 2018 EUR
ASSETS			
Current assets			
Financial assets at fair value through profit or loss	3.6	7,486,395	8,775,151
Prepayments and other receivables		15,630	26,186
Cash and cash equivalents		2,044,049	351,764
		<u>9,546,074</u>	<u>9,153,101</u>
Total assets		<u>9,546,074</u>	<u>9,153,101</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	7	115,457,092	115,457,092
Accumulated losses		(106,199,550)	(106,676,834)
Treasury shares		-	-
Total equity		<u>9,257,542</u>	<u>8,780,258</u>
Current Liabilities			
Accruals and other payables	8	271,787	357,843
Amount due to related party	10	16,745	15,000
Total Liabilities		<u>288,532</u>	<u>372,843</u>
Total equity and liabilities		<u>9,546,074</u>	<u>9,153,101</u>
Number of ordinary shares in issue		2,089,701	2,089,701
Net asset value per share		4.43	4.20

The financial statements were approved by the Board of Directors and authorised for issue on 30 July 2019. They were signed on its behalf by Richard Boléat and George Baird.



Richard Boléat

Chairman



George Baird

Director and Audit & Risk
Committee Chairman

The notes on pages 21 to 39 form an integral part of these financial statements.

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2019

	Notes	Year ended 31 March 2019 EUR	Year ended 31 March 2018 EUR
INCOME			
Net gain on foreign exchange		8	104
Realised gain on financial assets at fair value through profit or loss		-	44
Unrealised gain / (loss) on financial assets at fair value through profit or loss	3.6	<u>711,244</u>	<u>(8,966,868)</u>
		<u>711,252</u>	<u>(8,966,720)</u>
EXPENSES			
Custodian, secretarial and administration fees		-	42,096
Legal and professional costs	2.1	233,968	408,400
Directors' fees	10	-	182,630
Directors' insurance		-	28,988
Audit expenses		-	44,140
Listing agents fees		-	17,835
Travelling expenses		-	9,920
Other administrative expenses		-	38,064
		<u>233,968</u>	<u>772,073</u>
Profit /(Loss) and Total Comprehensive income/(loss) for the year before tax		477,284	(9,738,793)
Taxation	5	-	-
Total Comprehensive Income and Profit/ (Loss) attributable to:			
Equity holders of the Company		<u>477,284</u>	<u>(9,738,793)</u>
		<u>477,284</u>	<u>(9,738,793)</u>
Basic and diluted earnings /(loss) per share	13	0.23	(3.20)

The notes on pages 21 to 39 form an integral part of these financial statements.

YATRA CAPITAL

Statement of Changes in Equity

For the year ended 31 March 2019

	Note	EUR
As at 31 March 2017		28,519,051
Redemption of shares	7	(10,000,000)
Loss for the year		(9,738,793)
As at 31 March 2018	7	<u>8,780,258</u>
Redemption of shares		-
Profit for the year		<u>477,284</u>
As at 31 March 2019		<u>9,257,542</u>

The notes on pages 21 to 39 form an integral part of these financial statements.

Statement of Cash Flows

For the year ended 31 March 2019

	Notes	Year ended 31 March 2019 EUR	Year ended 31 March 2018 EUR
<i>Cash flows from operating activities</i>			
Profit/(Loss) for the year before taxation		477,284	(9,738,793)
Adjustments for:			
Realised gain on financial assets at fair value through profit or loss and gain on disposal of subsidiaries	3.6	-	(44)
Unrealised (gain)/loss on fair valuation of financial assets at fair value through profit or loss	3.6	(711,244)	8,966,868
Cash used in operations		<u>(233,960)</u>	<u>(771,969)</u>
Decrease in prepayments and other receivables		10,556	20,065
Increase in amount due to related party		16,745	-
(Decrease)/increase in accruals and other payables		(101,056)	271,485
Net cash used in operating activities		<u>(307,715)</u>	<u>(480,419)</u>
<i>Cash flows from investing activities</i>			
Proceeds from redemption of shares in K2	3.6	2,000,000	10,000,000
Net cash generated from investing activities		<u>2,000,000</u>	<u>10,000,000</u>
<i>Cash flows from financing activities</i>			
Payment on redemption of ordinary shares	7	-	(10,000,000)
Loan repaid to related party		-	(50,000)
Net cash used in financing activities		<u>-</u>	<u>(10,050,000)</u>
Net increase/(decrease) in cash and cash equivalents		1,692,285	(530,419)
Cash and cash equivalents at beginning of the year		351,764	882,183
Cash and cash equivalents at end of the year		<u>2,044,049</u>	<u>351,764</u>

The notes on pages 21 to 39 form an integral part of these financial statements.

Notes to the Financial Statements

1. General information

Yatra Capital Limited (the "Company") is a limited liability company incorporated and domiciled in Jersey with registered office address at Second Floor, No. 4 The Forum, Grenville Street, St Helier Jersey JE2 4UF.

The Company is governed by the Collective Investment Funds (Jersey) Law 1988, as amended, and the subordinate legislation made there under and regulated by the Jersey Financial Services Commission. The purpose of the Company is to enable pooling of funds by investors for investment in K2 Property Limited ("K2") and its subsidiaries.

K2 was incorporated on 19 May 2006 and is domiciled as a limited liability company under the laws of the Republic of Mauritius. K2 holds a category 1 Global Business Licence issued by the Financial Services Commission in Mauritius.

IL&FS Investment Advisors LLC, an investment management company incorporated and domiciled in the Republic of Mauritius ("the Investment Manager") advises the Company and K2 with respect to its activities. The administration of the Company is undertaken by Citco Jersey Limited.

The Company's ordinary shares are listed and traded on the Euronext Market, under ISIN JE00B1FBT077.

2. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements have been consistently applied to all the periods presented unless otherwise stated and are set out below.

2.1 Basis of preparation

The Financial Statements of the Company for the year ended 31 March 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the Interpretations adopted by the International Accounting Standards Board ("IASB"). The audited Financial Statements give a true and fair view of the Company's affairs and comply with the requirements of the Companies (Jersey) Law, 1991.

The Financial Statements of the Company for the year ended 31 March 2019 have been prepared under a 'break-up' basis and amended to reflect the fact that the going concern assumption is not appropriate. The Financial Statements of the Company for the year ended 31 March 2019 have been prepared under a 'break up' basis and amended to reflect the fact that the going concern assumption is not appropriate. Provisions are made for estimated liquidation costs and all assets have been classified as current.

The Directors deem it appropriate to adopt a break-up basis in preparing the Financial Statements given the fact that the Company was placed in liquidation by its shareholders on 17th September 2018.

The Financial Statements are presented in Euro and all values are rounded to the nearest Euro, except where otherwise indicated.

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

A qualifying investment entity is required to account for investments in controlled entities as well as investments in associates and joint ventures at fair value through profit or loss; the only exception would be non-investment entity subsidiaries that are considered an extension of the investment entity's investing activities. The consolidation exemption is mandatory for qualifying investment entities.

An investment entity typically has the following characteristics:

- It should have more than one investment. The Company has invested in K2. K2, through its direct and indirect subsidiaries, has invested in multiple Portfolio Companies;
- It should have more than one investor. The Company has multiple investors;
- It should have Investors that are not related parties. With the exception of the Company's directors, none of the Company's investors are, to its knowledge, related parties; and
- It should have ownership interests in the form of equity or similar interests. The Company's ownership interests are in the form of equity.

The Company measures its investment in its subsidiary at fair value through profit or loss. It is the opinion of the directors that this approximates to the net realisable value of the investment.

Going concern

The Board notes that the remaining one investment held by K2 Property Limited in Saket Engineers Pvt Ltd at the financial year end was divested in May 2019. The Directors deem it appropriate to adopt a break-up basis in preparing the financial statements given the fact that the Company was placed in liquidation by its shareholders on 17th September 2018. As at 31 March 2019, the financial statements of the Company have not been prepared on a going concern basis for the year ended 31 March 2019.

The Financial Statements of the Company for the year ended 31 March 2019 have been prepared under a 'break up' basis and amended to reflect the fact that the going concern assumption is not appropriate. Provisions are made for estimated liquidation costs and all assets have been classified as current.

Accruals for termination costs of EUR 271,785 (March 2018 – EUR 356,866) are recognized based on the expected costs (includes quotations received from the service providers and past experience) to liquidate the Company and any related expenses to be incurred for operating the group up to the point of liquidation.

The expense item of "Legal and professional cost " of Euro 233,968 reported under the Statement of Profit and Loss and Other Comprehensive Income on page 18 represents the various associated cost to operate the Company for the estimated period up to 31 March 2020 and also the additional liquidation cost to wind up the Company.

2.2 New standards and interpretations not yet adopted

New standards and interpretations not yet adopted

A number of new standards and amendments to standards are effective for annual periods beginning after 1 April 2019 and earlier application is permitted; however, the Company has not early applied

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

the following new or amended standards in preparing these financial statements. The two new amendments potentially relevant to the Company are discussed below.

A. IFRS 9 Financial Instruments. (effective for annual period beginning on or after 1 April 2018)

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

The Company has initially applied IFRS 9 from 1 April 2018. As permitted by the transition provisions of IFRS 9, comparative information throughout these financial statements has not generally been restated to reflect the requirements of the standard.

As a result of the adoption of IFRS 9, the Company has adopted consequential amendments to IAS 1 Presentation of Financial Statements, which require impairment of financial assets to be presented in a separate line item in the statement of profit or loss and other comprehensive income. The Company did not have any provision for impairment of financial assets at 1 April 2018.

Additionally, the Company has adopted consequential amendments to IFRS 7 Financial Instruments: Disclosures, which are applied to disclosures in 2018 but have not generally been applied to comparative information.

IFRS 15 Revenue from Contracts with Customers provides a single, principles based five-step model to apply to all contracts with customers and supersedes IAS 18 Revenue and IAS 11 Construction Contracts. The effective date of IFRS 15 is for periods beginning on or after 1 January 2018. The Board has concluded that the income arising falls outside the standard of IFRS 15 therefore there are no impacts.

The standard is effective for annual periods beginning on or after 1 January 2019 with retrospective application, early adoption is permitted.

There are no new standards and amendments to standards and interpretations adopted during the year that have or are expected to have a material impact on the financial statements.

2.3 Foreign currency translation

(a) Functional and presentation currency

For the purposes of the financial statements, the results and financial position of the Company is expressed in Euro, which is the functional currency of the Company. Euro is the functional currency because it is the currency of the primary economic environment in which the Company operates. Euro is the currency in which the majority of the costs of the Company are incurred, capital is realised and dividends are paid.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of transactions or valuation where items are re-measured. Foreign exchange

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income. The EUR exchange rate used at the date of Statement of Financial Position for the translation of monetary assets and liabilities denominated in INR was 77.76 (31 March 2018 – 80.62), representing a 2.86 % appreciation in the INR against the EUR over the year. Translation differences on non-monetary financial assets and liabilities re-measured at each reporting date, such as equity instruments classified as financial assets at fair value through profit or loss, are recognised in the Statement of Profit or Loss and Other Comprehensive Income within the net gain or loss on financial assets at fair value through profit or loss.

2.4 Financial assets

(a) Classification

The financial assets of the Company are classified as “financial assets held at amortized cost” and “financial assets at fair value through profit & loss”.

K2 is wholly owned by the Company.

The Company adopted the Investment Entities exemption (Amendments to IFRS 10, IFRS 12 and IAS 27), issued in October 2012, such that all subsidiaries that represent investments shall not be consolidated. The amendments define an investment entity and require a parent that is an investment entity to measure its investments in particular subsidiaries at fair value through profit or loss in accordance with IFRS 9 instead of consolidating those subsidiaries in its consolidated financial statements. Accordingly, the principles of consolidation under IFRS 10 are not applicable to the Company for the year ended 31 March 2019.

The Company’s financial assets measured at amortised cost includes cash and cash equivalents and other receivables.

(b) Recognition/de-recognition

Purchases and sales of investments are recognised on the “trade date” – the date on which the Company contracts to purchase or sell the investment. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or the Company has transferred substantially all risks and rewards of ownership. Realised gains/losses are calculated as the difference between the disposal value of its investment in K2 and the cost of the investment.

(c) Measurement

Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed in the Statement of Profit or Loss and Other Comprehensive Income. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value.

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss are recognized in profit or loss of the Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise.

(d) Fair value estimation

'Fair Value' is a price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

The fair value of financial instruments traded on an active market is based on the closing quoted market prices at the reporting date. The fair value of financial instruments that are not traded in an active market are determined by using valuation techniques.

The Company has adopted the investment entity exemption under IFRS 10 and records the adjusted net asset value of its direct subsidiary as the fair value of its investment in its direct subsidiary.

In determining the fair value of financial instruments in K2, a variety of methods and assumptions are used that are based on project status and market conditions existing at each reporting date. For valuing the Portfolio Companies where K2 has contracted exits, the net present value of the contracted exit amounts, discounted using a rate based on the credit risk associated with counterparties, is considered as the fair value of the investment in that Portfolio Company.

The Directors have considered the estimated fair value of the Company's investment in K2 in the context of the pending liquidation of the Company and considered the carrying amount of the investments to represent a reasonable approximation of the value that will be realised on redemption.

2.5 Financial assets held at amortised cost

The Financial assets held at amortised cost of the Company includes cash and cash equivalents and other receivables.

IFRS 9 sets out requirements that affect the classification and measurement of financial assets to reflect the business model in which these are managed and their cash flow characteristics. IFRS 9 categorises financial assets: measured at amortised cost, at fair value through profit or loss and at fair value through other comprehensive income. It eliminates the previous categories of held to maturity, loans and receivables and available for sale. The Company has not applied IFRS 9 retrospectively as the adjustment applicable to the comparative information for the period beginning 1 January 2017 is considered to be immaterial and has therefore not been reflected in these financial statements. Accordingly, the Company's statement of comprehensive Income and statement of financial position for the year ended 31 March 2018 have not been restated. The adoption of IFRS 9 has changed the Company's accounting impairment losses for the financial assets by replacing IAS's 39's incurred loss model with a forward-looking expected credit loss model ("ECL"). For other receivables the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

expected credit loss on other receivables is not material and no impairment adjustments were accounted.

2.6 Cash and cash equivalents

Cash comprises cash at bank. Cash equivalents are short-term, highly liquid investments, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

2.7 Accruals and other payables

Accruals and other payables are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

2.8 Stated capital

Ordinary shares are classified as equity. Ordinary shares which were bought back and recorded as treasury shares have been cancelled. Ordinary shares bought back by the Company via its tender mechanism and compulsory redemption have also been cancelled.

2.9 Realised / Unrealised gain / (loss) on financial assets at fair value through profit or loss

The realised gain / (loss) from financial assets at fair value through profit or loss (FVTPL) represents the difference between the acquisition transaction price and its sale or settlement price.

The unrealised gain / (loss) represents the difference between the carrying amount of a financial instrument at the beginning of the period, or the transaction price if it was purchased in the current reporting period, and its carrying amount at the end of the period.

2.10 Transaction costs

Transaction costs are costs incurred to acquire financial assets at fair value through profit or loss. They include fees and commissions paid to agents, advisers, brokers and dealers. Transaction costs, when incurred, are immediately recognised in the Statement of Profit or Loss and Other Comprehensive Income as an expense.

2.11 Expenses

All expenses are recognized in the Statement of Profit or Loss and Other Comprehensive Income on an accrual basis.

2.12 Financial instruments

Financial instruments carried in the Statement of Financial Position include financial assets at fair value through profit or loss and other receivables, cash at bank, accruals and other payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item. Disclosures regarding financial instruments to which the Company is a party are provided in Note 3.

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

2.13 Treasury shares

When shares recognized as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from equity. Treasury shares are not held for sale or subsequent reissue and are cancelled.

2.14 Related parties

Related parties are both natural and legal persons where the person has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

2.15 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is a group of assets and operations engaged in providing products or services within a particular economic environment that are subject to risks and return that are different from those of segments operating in other economic environments. The Company, through K2 and its subsidiaries, is engaged in real estate development companies in India, being a single reportable geographical segment having an economic environment that is subject to risks and returns which are different from geographical segments operating in other economic environments.

The chief operating decision maker ("CODM") in relation to the Company is deemed to be the Board of the Company itself. The factor used to identify the Company's reportable segments is geographical area. Based on the above and a review of information prepared on an IFRS basis which provided to the Board, it has been concluded that the Company is currently organised into one reportable segment, India.

There is no residential project as of 31 March 2019 which is left to be covered under the above segment (2018 – one type; predominantly residential). The CODM considers on a quarterly basis the results of the position of residential property as a whole as part of their ongoing performance review. The CODM receives quarterly updates on its investment in K2 from the Investment Manager of K2.

In addition, quarterly portfolio reports and period end valuation reports are reviewed and reported on by the Investment Manager to the Board of Directors.

Operating segments

The Company has only one reportable operating segment and the performance of this segment accounts for the performance of the Company as a whole. Other than cash and cash equivalents and related interest and charges, the results of the Company are deemed to be generated in India.

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Summary of significant accounting policies (Continued)

2.16 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3 Financial risk management

3.1 Strategy in using financial instruments

The Board has overall responsibility for the determination of the Company's risk management objectives and policies. The Company's overall risk management policy during liquidation focuses on the management of regulatory and governmental processes.

The Company's historic activities exposed it to a variety of financial risks, the principal risks being credit risk, liquidity risk, and market risk (including foreign currency risk). The Company's financial instruments comprise of financial assets at fair value through profit or loss, cash and cash equivalents and other items such as prepayments and other receivables, accruals and other payables which arose from its operations.

This note presents information about the Company's exposure to each of the above risks, the Board's objectives, policies and processes for measuring and managing risk and management of capital. Further quantitative disclosures are included throughout these financial statements. The Company held no derivative instruments as at 31 March 2019 (31 March 2018- Nil). A summary of the main risks is set out below:

3.2 Market risk

The Company is exposed to market risk, which is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market values. Market risks also arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices.

(a) Cash flow and interest rate risk

Interest rate risk arises from the effect of fluctuations in the prevailing levels of market interest rates on the fair value of financial instruments and future cash flow. The Company's cash flow is monitored at regular intervals by the Board. As at 31 March 2019, the Company did not have significant interest bearing financial instruments; therefore the Company is not exposed to significant cash flow interest rate risk.

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

(b) Foreign currency risk

Foreign currency risk arises when future transactions or recognised monetary assets and monetary liabilities are denominated in a currency other than the Company's functional currency. The Company's significant monetary assets and liabilities are held in EUR, hence the Company is not directly exposed to foreign currency risk on its monetary assets and liabilities.

The Company, through K2 and its investments in underlying companies, invests in India and at the year-end held both monetary assets and liabilities denominated in currencies other than the EUR, the functional currency. It is therefore, indirectly exposed to foreign currency risk. However, the Company monitors the exposure on all foreign currency denominated financial assets and liabilities.

The Company has in place a policy that requires it to keep under review its foreign currency risk against the functional currency. Forward contracts may be used on a transaction by transaction basis with a view to hedging foreign currency exposure. The Company will continue to monitor foreign currency risk and the need for hedging transactions. During the year under review, no foreign currency hedging transactions took place, and the Company continues to have fully unhedged indirect INR exposures comprising substantially all of the Company's financial assets at fair value through profit or loss. The table below summarises the Company's financial assets and liabilities, monetary and non-monetary, which are denominated in a currency other than the EUR:

Company	31 March 2019		31 March 2018	
	INR	GBP	INR	GBP
Liabilities				
Monetary liabilities	2,222	-	974	-

The table below summarises the sensitivity of the Company's monetary assets and liabilities to changes in foreign currency movements at 31 March 2019. The analysis is based on the assumptions that the relevant foreign exchange rate appreciated/depreciated against the EUR by the percentage disclosed in the table below, with all other variables held constant. This represents the directors' best estimates of a reasonable possible shift in the foreign exchange rates, having regard to the historical volatility of those rates. There are no monetary assets denominated in a currency other than in EUR.

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

Company	Reasonably possible shift in rate		Reasonably possible shift in rate	
	31 March 2019		31 March 2018	
	%	EUR	%	EUR
Currency				
GBP				
- Monetary liabilities	+15%/(15 %)	-	+15 %/(15 %)	-
INR				
- Monetary liabilities	+ 15 %/(15 %)	1,888/2,555	+15 %/(15 %)	828/1,120

3.3 Credit risk

Credit risk arises when a failure by counterparty to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Company's policy is to maintain cash balances and short term deposits with a reputable banking institution and to monitor the placement of cash and deposit balances on an ongoing basis. As at 31 March 2019, all cash balances were placed with Barclays Bank Plc which had a long term credit rating of "A / Stable" from Standard and Poor's.

The Company's credit risk also arises in respect of other receivables. The Board has considered the recoverability of these balances and does not consider the risk of failing to recover these amounts to be significant. Additionally, before the Company enters into transactions with another party, it makes an assessment of the credit worthiness of that party.

The Company's credit risk also arises in respect of receivables pertaining to contracted exit cash flows for investments held directly or indirectly by K2. The Board reviews this risk of contracted receivables on a regular basis and has put in place a regular impairment mechanism for assessing this risk as mentioned in note 3.6 of the financial statements.

3.4 Counterparty risk

Counterparty risk is defined as the current and prospective risk to earnings or capital arising from a counterparty's failure to meet the terms of any obligation to the Company or otherwise to perform as agreed. Counterparty risk arises when funds are extended, committed, invested, or otherwise exposed through actual or implied contractual agreements. Indirect counterparty risk to the Company arises primarily from the ability and willingness of the joint venture partners or purchasers of its assets sold by K2's Portfolio Companies to honour the contracted exit values at the specified timelines. This risk ceased on the receipt of proceeds from the disposal of Saket Engineers in May 2019.

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

3.5 Liquidity risk

Liquidity risk is the risk that the Company may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can do so only on terms that are materially disadvantageous. As a policy, the Company minimises these risks by maintaining sufficient cash to meet all anticipated future payment obligations.

At 31 March 2019, the Company had sufficient liquid financial assets to meet its current financial obligations. The table below analyses the Company's non-derivative financial liabilities into relevant maturity groupings at the financial position date.

Details	Due - less than 12 months		Due - more than 12 months	
	31 March 2019 EUR	31 March 2018 EUR	31 March 2019 EUR	31 March 2018 EUR
Accruals and other payables	271,787	357,843	-	-
Amount due to related party	16,745	15,000		
Total Current Liabilities	288,532	372,843	-	-

On the basis of the above, the Board considers that the Company has no significant liquidity risk.

3.6 Fair values

The carrying amount of other receivables, cash and cash equivalents and accruals and other payables approximate their fair values. The financial assets at fair value through profit or loss represent the fair value of the Company's investment in K2.

The fair values of financial assets at fair value through profit or loss that are not traded in an active market are determined by using valuation techniques. The techniques used by the Company are explained in Note 4.1 below.

For the purpose of these financial statements the Company determines the fair value of its investment in K2 based on the net asset value (NAV) of K2 in its latest available audited financial statements. The directors review these details and consider, among other things, the following factors: (a) the net asset valuation; (b) the value date of the net asset value provided; and (c) the basis of accounting. When deemed necessary, adjustments to the NAV for relevant factors, such as liquidity and/or credit risks, are made to obtain the best estimate of fair value. As at the reporting date, the Board and the Investment Manager believe that the unadjusted NAV of K2 as per its 31 March 2019 audited financial statements is representative of the fair value of the Company's investment in K2 and of the amount that is expected to realised from redemption of the Company's investments.

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

The table below sets out information about significant unobservable inputs used as at 31 March 2019 in measuring financial instruments categorised as Level 3 in the fair value hierarchy.

Description	Amount (EUR)	Valuation technique	Unobservable inputs	Range
As at 31 March 2019 Unquoted investment	7,486,395	NAV	NAV of K2	NA
As at 31 March 2018 Unquoted investment	8,775,151	NAV	NAV of K2	NA

The net asset value of the Company is sensitive to the fair value of K2.

IFRS 13 requires the Company to classify fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 inputs are inputs for the asset and liability that are not based on observable market data (that is, unobservable inputs).

The level in the fair value hierarchy within which the fair value measurement is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustments based on unobservable inputs, that measurement is a level 3 measurement.

Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the related market. The following table analyses within the fair value hierarchy of the Company's financial assets measured at fair value:

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

Assets	Level 1	Level 2	Level 3	Total Balance
	EUR	EUR	EUR	EUR
31 March 2019				
Financial assets designated at fair value through profit or loss (Current)	-	-	7,486,395	7,486,395
Total	-	-	7,486,395	7,486,395
31 March 2018				
Financial assets designated at fair value through profit or loss (Current)	-	-	8,775,151	8,775,151
Total	-	-	8,775,151	8,775,151

There has been no transfer between levels during the year ended 31 March 2019 (31 March 2018 – Nil). The changes in the financial assets at fair value through profit or loss classified at level 3 are as follows:

	31 March 2019	31 March 2018
	EUR	EUR
Balance as at 1 April	8,775,151	27,741,975
Redemption of shares	(2,000,000)	(10,000,000)
Realised gain on financial assets at fair value through profit or loss	-	44
Unrealised gain /(loss) on financial assets at fair value through profit or loss	711,244	(8,966,868)
Balance as at year end	7,486,395	8,775,151

Transfers between levels of the fair value hierarchy, if any, are deemed to have occurred at the end of the reporting year.

The Company, through K2 and its investments in underlying companies, has invested in unquoted shares in the Portfolio Companies.

The exit consideration proceeds from the KPRE divestment was received in full during the year. The outstanding exit consideration proceeds from the Saket divestment was received post year-end on 30 May 2019 and represents its fair value as at year-end.

There are no significant unobservable inputs such as discounting rate, probability and timing of cash flows were used to arrive at the fair value of the investment as at 31 March 2019. The table below presents a sensitivity analysis showing the impact on the fair value of the contracted exists in the event of a reasonably possible change in the discount rates:

Significant unobservable inputs	31 March 2019 Movements	31 March 2018 Movements
	EUR mn	EUR mn
Increase in discounting rate 5%	N/A***	(0.02)
Decrease in discounting rate 5%	N/A***	0.02

Notes to the Financial Statements (Continued)

Financial risk management (Continued)

As at 31 March 2018, the discounting rate of 5% used to access the impact on the fair value of the contracted exits of KPRE & Saket.

The table below provides a sensitivity analysis showing the impact on the fair value of the contracted exits in the event of a reasonably possible change in the probability of recovering the proceeds of the exit amounts respectively:

Significant unobservable inputs	31 March 2019 Movements	31 March 2018 Movements
	EUR mn	EUR mn
Increase in probability	N/A***	*0.28
Decrease in probability	N/A***	*(0.94)

*As at 31 March 2018, that was based on a +/- 10% and +/- 25% change in probability was used to access the impact of recovering the proceeds of the contracted exit amounts from Kolte Patil Real Estate Private Limited and Saket Engineers Private Limited respectively.

As at 31 March 2018, the table above provided a sensitivity showing the impact on the fair value of the contracted exits in the reasonably possible event the proceeds were received one month earlier or were delayed by three months.

Significant unobservable inputs	31 March 2019 Movements	31 March 2018 Movements
	EUR mn	EUR mn
1 month earlier	N/A***	0.08
3 months delay	N/A***	(0.27)

*** As at 31 March 2019, these are not applicable ("N/A") considering the fair value as at year-end in respect to Saket Engineers represents the actual proceeds received post year-end.

3.7 Financial instrument by category

The following is the table of the Company's financial assets:

31 March 2019 Non-current and current assets	Financial assets at amortized cost EUR	Financial assets at fair value through profit or loss EUR	Total EUR
Financial assets at fair value through profit or loss (Current)	-	7,486,395	7,486,395
Cash and cash equivalents	2,044,049	-	2,044,049
Total	2,044,049	7,486,395	9,530,444
31 March 2018			
Non-current and current assets			
Financial assets at fair value through profit or loss (Current)	-	8,775,151	8,775,151
Cash and cash equivalents	351,764	-	351,764
Total	351,764	8,775,151	9,126,915

Notes to the Financial Statements (Continued)

4 Critical accounting estimates and judgements

4.1 Critical accounting estimates and assumptions

As part of its ongoing business, the Company, through the Board, makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year are outlined below.

Fair value of financial assets at fair value through profit or loss

The Company, through K2 and its investment in underlying companies, holds financial instruments that are not quoted in active markets in the form of unquoted shares of the Portfolio Companies.

Portfolio Companies with contracted exits

There was one investment in Portfolio Company (i.e Saket Engineers Pvt Ltd) with a contracted exit at year end 31 March 2019. The fair value of this investment has been based on the consideration received post year end following the buy-back of shares in Saket Engineers Private Limited.

As at 31 March 2018, the fair value of the Portfolio Companies with contracted exits namely Saket and KPPE has been determined using the net present value of its contracted exit cash flows

4.2 . Critical judgements

Functional currency and going concern

The Board considers the determination of the Company's investment entity status, functional currency and going concern statement to be areas requiring significant judgement as discussed in note 2.3 (a) and 2.1 respectively.

5 Taxation

5.1 Current tax – Jersey

The Company is domiciled in Jersey, Channel Islands. Any profits arising in the Company are subject to tax at the rate of 0% (2018: 0%).

6 Financial assets at fair value through profit or loss

All of the Company's assets are classified under current assets as they are expected to be realised within a period of less than 12 months from the balance sheet date.

Indirect companies are those entities in respect of which the Company has the power to govern the financial and operating policies by virtue of an investment in a direct company.

A list of the significant direct investments, including the name, principal activity, country of incorporation and the proportion of ownership interest is given below:

Notes to the Financial Statements (Continued)

Direct investment

Name of subsidiary	Principal Activity	Country of incorporation	Class of share	Percentage held by the Company
K2 Property Limited	Investment holding	Mauritius	Ordinary Class A and B	100%

K2 has a finite life of 15 years ending in 2020, which can be extended by the Board of Directors of K2 by two successive terms each of one year. Class A and Class B shares are redeemable at the option of K2.

During the year, the Company redeemed 12,023 Class A shares of USD 0.01 each at a share premium of USD 99.99 for a cash consideration of EUR 928,424 and 15,645 Class B shares of USD 0.01 each at a share premium of USD 99.99 for a cash consideration of EUR 1,071,576.

As at 31 March 2019, the Company held 669,034 (March 2018 – 681,057) Class A shares and 911,653 (March 2018 – 927,928) Class B shares of K2. The nominal share capital of 75,000 Class C and 25,000 Class D shares is USD 1,000. These Class C and D shares are held by IFS Trustees (as Trustee of Saffron Investment Trust) hereinafter referred to as Advisor Shareholders. All the shares have a par value of USD 0.01 each.

Indirect holding companies

Name of subsidiaries	Principal Activity	Country of incorporation	Class of share	Percentage held indirectly by The Company
K2 Private Equity Limited	Investment Holding	Mauritius	Ordinary	100%
K2 Hospitality Limited*	Investment Holding	Mauritius	Ordinary	100%
K2 Residential Limited	Investment Holding	Mauritius	Ordinary	100%
K2 Commercial Limited*	Investment Holding	Mauritius	Ordinary	100%
K2C Residential Limited	Investment Holding	Mauritius	Ordinary	100%
K2A Private Equity Limited	Investment Holding	Mauritius	Ordinary	100%
K2A Hospitality Limited*	Investment Holding	Mauritius	Ordinary	100%
K2A Residential Limited	Investment Holding	Mauritius	Ordinary	100%
K2E Residential Limited*	Investment Holding	Mauritius	Ordinary	100%
K2B Commercial Limited*	Investment Holding	Mauritius	Ordinary	100%
Mildren Holding Limited	Investment Holding	Cyprus	Ordinary	100%

* These companies are currently under liquidation.

Notes to the Financial Statements (Continued)

7 Stated capital

Authorised and issued stated capital

	Number of ordinary shares of no par value	Stated Capital EUR	Total EUR
As at 31 March 2017	3,465,217	125,457,092	125,457,092
Shares redeemed during the year (12 December 2017)	(1,375,516)	(10,000,000)	(10,000,000)
As at 31 March 2018	2,089,701	115,457,092	115,457,092
Shares redeemed during the year	-	-	-
As at 31 March 2019	2,089,701	115,457,092	115,457,092

All issued ordinary shares of the Company are fully paid and have been admitted to the official list of Euronext. The Company's capital is represented by these ordinary shares, each of which carries one vote and has full entitlement to dividends when declared. The Company has no restrictions or specific capital requirements on the issue and re-purchase of ordinary shares. The relevant movements in capital are shown in the statement of changes in equity. In accordance with the objectives outlined in Note 1 and the risk management policies in Note 3, the Company is currently in liquidation. The aim is to realise all investments and achieve an orderly liquidation and return residual value to shareholders. The stated capital represents an amount collected from investors towards issue of no par value shares comprising both the initial public offer and the follow on public offer. It may be utilised when the Company buys back its own shares or redeem the previously issued shares.

8 Accruals and other payables

	31 March 2019 EUR	31 March 2018 EUR
Amount due to related parties	16,745	15,000
Other payables	2	977
Accruals	271,785	356,866
Total	288,532	372,843

The Accruals of Euro 271,785 includes the provision for operational expenses of Euro 169,185 to be incurred for the period starting from 01st April 2019 to 31 March 2020 (being the prudent expectation of liquidation) and liquidation provision of Euro 102,600.

As at 31 March 2018, the Accruals of Euro 356,866 is comprised of the provision for operational and liquidation expenses of Euro 311,686 and audit fee accrual of Euro 40,000.

The accruals are based on the directors' estimate of future operating costs and the relevant quotes received from the service providers in connection with the liquidation of the Company.

9 Dividends payable

No dividend was paid during the year ended 31 March 2019 (31 March 2018 - Nil).

YATRA CAPITAL

Notes to the Financial Statements (Continued)

10 Related party transactions

The Company entered into transactions with related parties in respect of directors' remuneration and expenses, annual fees and amount payable to the Investment Manager and payable to K2 as set out below:

Directors' interests

Directors' interests in the shares of the Company is as disclosed in the Directors' report on Page 8.

Directors' remuneration and expenses

The total remuneration paid to Directors who are related parties (being all the directors of the Company) for the year was EUR 106,159 (31 March 2018 – EUR 182,630).

The Company has a payable of EUR 16,745 from K2 Property Limited as at 31 March 2019 on account of the expenses incurred on behalf of the Company (31 March 2018 – Nil).

Annual fee, amount receivable from and payable to Investment Manager and K2

The annual fee to the Investment manager as at 31 March 2019 was EUR 22,500 (31 March 2018 – EUR 30,000)

At the year end, the amount payable directly by the Company to the Investment Manager was EUR Nil (31 March 2018 – EUR 15,000).

11 Ultimate controlling party

In the opinion of directors, there is no party who meets the definition of Ultimate Controlling Party.

12 Capital and other commitments

The Company has no capital commitments as at 31 March 2019 (31 March 2018 – Nil).

13 Earnings/ (Loss) per share

Basic earnings / (loss) per share is calculated by dividing the net profit / (loss) attributable to the Company's equity holders by the weighted average number of ordinary shares in issue during the year.

	31 March 2019 EUR	31 March 2018 EUR
Profit / (Loss) attributable to equity holders of the Company	477,284	(9,738,793)
Weighted average number of ordinary shares in issue	2,089,701	3,046,909
Basic and diluted earnings / (loss) per share	0.23	(3.20)

YATRA CAPITAL

Notes to the Financial Statements (Continued)

Reconciliation between the number of ordinary shares in issue and the weighted average number of ordinary shares

	31 March 2019	31 March 2018
Number of ordinary shares in issue at the beginning of the year	2,089,701	3,465,217
Ordinary shares redeemed (12 December 2017)	-	(1,375,516)
Ordinary shares in issue at the end of the year	2,089,701	2,089,701
Weighted average numbers	2,089,701	3,046,909

The Company has not issued any other shares or instruments that are considered to have dilutive potential.

14 Net asset value per share

	31 March 2019 EUR	31 March 2018 EUR
Net assets	9,257,542	8,780,258
Number of ordinary shares in issue	2,089,701	2,089,701
Net asset value per share	4.43	4.20

15 Subsequent Events

- On 30 May 2019, K2A Private Equity Limited received EUR 374,414 from buy-back of shares in Saket Engineers Private Limited.
- On 29 May 2019, Mildren Holding Limited received EUR 1,375,266 from buy-back of shares in Saket Engineers Private Limited.
- For Saket Engineers, the fair value represents the consideration received after year end for disposal of the investment.
- The intention of the Board to make a final payment to the shareholders will be made soon after the liquidation of the Company's subsidiaries, which is expected to be made by 31 December 2018 but it is possible that this may extend into Q1/2020 as the liquidation process involves receiving an approval from government, regulatory bodies in the respective Jurisdictions (Mauritius & Cyprus).

Corporate Information

Registered Office:

Second Floor No. 4 The Forum
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JE2 4UF
Jersey

Investment Manager to K2

and service provider to Yatra
IL& FS Investment Advisors LLC
IFS Court, Twenty Eight
Cybercity, Ebene
Mauritius

Independent Auditor:

KPMG Channel Islands Limited
37 Esplanade
St Helier, JE4 8WQ
Jersey

Administrator:

Citco Jersey Limited
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Jersey

Legal Advisors:

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**Corporate Brokers & Advisors
(until 30 September 2017)**

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YATRA CAPITAL

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For more information on Yatra, please log on to www.yatracapital.com.

For more information on IL & FS Investment Advisors LLC, please log on to:
www.ilfsinvestmentmanagers.com

INVESTMENT MANAGER

 **IL&FS Investment Advisors LLC**