

NATIONAL STANDARD (INDIA) LIMITED

**54th ANNUAL REPORT
2016-2017**

NATIONAL STANDARD (INDIA) LIMITED

CORPORATE INFORMATION

DIRECTORS

Ms. Smita Ghag	Chairperson
Mr. Santosh Kumar Ojha	Independent Director (upto April 08, 2016)
Mr. Umashankar Hegde	Independent Director
Mr. Bhushan Shah	Independent Director (w.e.f. July 6, 2016)
Mr. Narinder Pal Singh	Non-Executive Director
Mr. A. A. Lakshminarayanan	Non-Executive Director
Mr. Maninder Singh Chhabra	Non-Executive Director

KEY MANAGERIAL PERSONNEL:

Mr. Mahesh Thakur	Chief Executive Officer (upto January 12, 2017)
Mr. Ramesh Chechani	Chief Financial Officer
Mr. Samujjwal Ghosh	Chief Executive Officer (w.e.f. February 7, 2017)
Mr. Varun Shah	Company Secretary and Compliance Officer (w.e.f. September 3, 2016)

REGISTERED OFFICE:

412, Floor - 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400001

BANKERS

Kotak Mahindra Bank Limited
HDFC Bank Limited

SHARE TRANSFER AGENT

CB Management Services (P) Limited
P-22, Bondel Road, Kolkata-700 019

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY FOURTH ANNUAL GENERAL MEETING) OF THE MEMBERS OF NATIONAL STANDARD (INDIA) LIMITED WILL BE HELD ON TUESDAY, 29th AUGUST, 2017, AT 3.30 P.M. AT LODHA EXCELUS, APOLLO MILLS COMPOUND, N.M. JOSHI MARG, MAHALAXMI, MUMBAI-400011 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. A L Ananthanarayanan (DIN 00495490), who retires by rotation and is eligible, offers himself for re-appointment.

3. Ratification of appointment of the Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s), amendment(s) thereto or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the 53rd Annual General Meeting appointing MSKA & Associates, Chartered Accountants (earlier known as MZSK & Associates) having firm registration no. 105047W as Statutory Auditors of the Company to hold office until the conclusion of the 58th Annual General Meeting, the Company hereby ratifies and confirms the appointment of MSKA & Associates, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

4. Ratification of the remuneration of the Cost Auditor for the financial year ending 31st March, 2017

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of ₹ 1,10,000/- (Rupees One Lakh and Ten Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, Mr. Dushyant C. Dave, Cost Accountant (Registration No. 100990), appointed by the Board of Directors of the Company on 3rd September, 2016, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2017, be and is hereby ratified."

NOTES:

- 1) A member entitled to attend and vote at the 54th Annual General Meeting ("the Meeting") is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate Board resolution / authority, as applicable.
- 2) A person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
- 3) Corporate member(s) intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution(s) authorising their representative to attend and vote on their behalf at the Meeting.
- 4) Every member entitled to vote at the Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 5) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.

NATIONAL STANDARD (INDIA) LIMITED

- 7) Members / proxies / authorised representative should fill the attendance slip for attending the Meeting and bring their attendance slips along with their copy of the Annual Report at the Meeting.
- 8) In case of the joint holders attending the Meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
- 9) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting in order to facilitate identification of membership at the Meeting.
- 10) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer agent, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata-700 019, Tel No.: +91 33 40116700/22806692/94/2486, email ID: rta@cbmsl.com enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Wednesday, 23rd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays between 11.00 A.M. and 1.00 P.M. upto and including the date of AGM. The said documents will also be available for inspection at the Meeting.
- 14) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby request the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the CB Management Services (P) Limited, the Registrar and Transfer Agent of the Company. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
- 15) Physical copy of the Notice of the Meeting, Annual Report, Proxy Form and attendance slip are being sent to all the members of the Company whose address are registered with the Company or with the Depository Participant(s) or with CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 16) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrar and Transfer Agent, CB Management Services (P) Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's Registrar and Transfer Agent, CB Management Services (P) Limited.
- 17) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 18) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the Management to keep the information ready.
- 19) Members holding shares of the Company as on Tuesday, 22nd August, 2017, shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off should treat this notice for information purpose only.

20) In terms of Section 152 of the Act, Mr. A L Ananthanarayanan, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company recommend his re-appointment.

The additional information in respect of re-appointment of Mr. A L Ananthanarayanan as Director, liable to retire by rotation, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided as Annexure 1 to the Explanatory Statement.

21) Mr. A L Ananthanarayanan is interested in the Ordinary Resolution as set out at Item No. 2 of the Notice with respect to his re-appointment. The relatives of Mr. A L Ananthanarayanan may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2.

22) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to such e-voting are provided as follows:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries, the Company is pleased to provide members a facility to exercise their right to vote on the business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- b. The facility for voting through ballot form shall be made available at the AGM premises and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e., Tuesday, 22nd August, 2017 may obtain their login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- e. The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date, Tuesday, 22nd August, 2017.
- f. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Tuesday, 22nd August, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. The remote e-voting period commences on Saturday, 26th August, 2017 (9:00 am) and ends on Monday, 28th August, 2017 (5:00 pm). During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 22nd August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.

- h. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- i. A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot process to be done at the AGM. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.
- j. The Company has appointed Mr. Sharat Shetty, Practising Company Secretary, as the scrutinizer (the '**Scrutinizer**') for scrutizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.

- k. The Chairperson shall, at the AGM, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “**Ballot Form**” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer’s report on the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.
- m. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www.nsil.net.in and on the website of the CDSL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results will also be immediately forwarded to the stock exchanges (BSE Limited and The Calcutta Stock Exchange Limited).
- n. This notice has been updated with the instructions for voting through electronic means as per the amended Companies (Management and Administration) Rules, 2015.

THE PROCESS AND MANNER FOR REMOTE E-VOTING IS AS UNDER:

- a. The voting period begins on Saturday, 26th August, 2017 (9:00 am) and ends on Monday, 28th August, 2017 (5:00 pm). During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Tuesday, 22nd August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Members who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
- c. The Members should log on to the e-voting website www.evotingindia.com
- d. Click on Shareholders
- e. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- f. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- g. Next enter the Image Verification as displayed and Click on Login.
- h. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- i. If you are a first time user follow the steps given below
For Members holding shares in Demat Form and Physical Form
PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- k. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- m. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

NOTE FOR NON – INDIVIDUAL MEMBERS AND CUSTODIANS

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

By Order of the Board
For National Standard (India) Limited

Varun Shah
Company Secretary
Membership No: A28901

Date: 25th May, 2017
Place: Mumbai

NATIONAL STANDARD (INDIA) LIMITED

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS MENTIONED IN THE NOTICE OF THE FIFTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY

Item 2:

The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain disclosures with respect to re-appointment of Mr. A.L. Ananthanarayanan (DIN: 00495490) as the Director of the Company who is liable to retire by rotation at this Annual General Meeting, which is mentioned below:

Name of the Director / Manager	A.L. Ananthanarayanan (DIN 00495490)
Date of Birth	26th June, 1946
Qualification	He is a Mechanical Engineer from IIT Kharagpur and has also done PHD in finance from University of British Columbia, Canada.
Experience	Mr. A. L. Ananthanarayanan has worked with Jay Engineering in the DCM group as a senior management trainee for almost 10 years . After various senior level functional responsibilities at the plant at Hyderabad and the corporate office, Dr. A. L. Ananthanarayanan joined R. P. Goenka's Group and was responsible for a new grass-root plant set up at Hyderabad for fibre glass and related products.
Terms & Conditions of appointment	As per the provisions of Companies Act, 2013
Remuneration last drawn & Sought to be paid	Nil
Date of Appointment on the Board	14th August, 2009
Directorships held in other companies as on 31 March, 2017	1. Duncans Industries Limited 2. Sriman Plastics Private Limited 3. Bhagyanagar Fibre Glass Private Limited 4. Rockwell Industries Limited 5. National Standard Tyre Moulds (India) Limited
Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee) as on 31 March, 2017	Member of Audit Committee in Duncans Industries Limited
Shareholding in the Company (Equity)	879828 Equity Shares
Relationship with other Directors / Manager/ Key Managerial Personnel	None
Number of Board meetings attended during the year 2016-17	3

The re-appointment of Mr. A.L. Ananthanarayanan is placed for the approval of the members based on the recommendation of the Nomination and Remuneration Committee.

The Board recommends the Item No. 2 of the Notice for your approval.

None of the Directors, other Key Managerial Personnel and relatives thereof except Mr. Narinder Pal Singh are in any way, concerned or interested financially or otherwise in the above resolution.

Item 4 :

The Board of Directors at its Meeting held on 3rd September, 2016 appointed Mr. Dushyant .C. Dave, Cost Accountant (Registration No: 100990), as the Cost Auditor of the Company for auditing the cost records maintained for the construction activity undertaken by the Company, for the financial year ended 31st March, 2017, at a remuneration amounting to Rs. 1,10,000 /- (Rupees One Lakh and Ten Thousand only) excluding out of pocket expenses and taxes, if any

In terms of the provisions of Section 148 of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, the consent of the members is sought on the Ordinary Resolution as set out in Item 4 of the Notice.

The remuneration to be paid to the Cost Auditor of the Company is placed for the ratification by the members based on the recommendation of the Audit Committee.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested financially or otherwise in the above resolution.

The Board recommends the Ordinary Resolution as set out in Item 4 of the Notice for your approval.

BOARD'S REPORT

Dear Members,

The Directors are pleased to present the 54th Annual Report of the Company alongwith the audited financial statements for the financial year ended 31st March 2017.

Pursuant to the notification dated 16th February 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1st April 2016. Financial statements for the year ended and as at 31st March 2016 have been restated to conform to Ind AS.

1. FINANCIAL RESULTS

The Company's performance during the financial year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

(₹ in lakhs)

Particulars	31st March, 2017	31st March, 2016
Total Revenue	13,454.38	20,546.13
Total Expenditure	6286.82	11411.69
Earnings before Interest, Depreciation and Amortisation	8,249.21	11,058.28
Depreciation	8.12	2.73
Finance cost	1,073.53	1,921.11
Profit before tax	7,167.56	9,134.44
Tax Expenses	(3,025.67)	(3,059.58)
Net Profit for the year	4,141.89	6,074.86

Figures For FY 2015-16 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2015-16 approved by the Directors and disclosed in the financial statements of previous year.

Highlights of the Company's Performance for the FY 2016-17

- Revenue from Operations decreased by 37.37% to ₹ 11,133.52 lakhs
- Profit before Tax decreased by 31.82% to ₹ 7,167.56 lakhs
- Net Profit for the year was ₹ 4,141.89 lakhs as compared to ₹ 6,074.86 lakhs during the previous financial year.

2. DIVIDEND

With a view to plough back the profits of the Company into the business operations, the Board of Directors do not recommend any dividend for the financial year under review.

3. BUSINESS AND INDUSTRY OVERVIEW

Macro Economic overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund. With an annual growth of 7.1% during the year 2017, the Indian economy is one of the most resilient and among the fastest growing economies in the world. As per the Economic Survey 2016-17, the Indian economy is expected to grow between 6.75 and 7.5% in FY 2017-18. Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

Source: <https://www.ibef.org>

Sector review

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30% over the next decade. The construction industry ranks 3rd amongst the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6% to the country's GDP. In the period FY2008-2020, the market size of this sector is expected to increase at a CAGR of 11.2%. Retail, hospitality and commercial real estate are also growing significantly, providing much-needed infrastructure for India's growing needs. Private equity investments in real estate increased 26% to a nine-year high of nearly ₹ 40,000 crore in calendar year 2016.

Mumbai is the best city in India for commercial real estate investment, with likely returns of 12-19 % in the next five years, followed by Bengaluru and Delhi-NCR.

Source <https://www.ibef.org>

Government Initiatives

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

The recently notified Real Estate (Regulation and Development) Act, 2016 is expected to have a huge transformational impact on the real estate sector. Goods and Service Tax is another significant reform which will subsume all indirect taxes and pave the way for a single market cross India. Demonetization in the third quarter of FY 2017 had a profound impact on the economy, especially in the real estate sector.

The Union Budget has put special emphasis on the affordable housing segment. Infrastructure status for this segment will help real estate entities to raise funds at substantially better interest rates. The credit linked subsidy scheme for first-time homebuyers under the Pradhan Mantri Awas Yojana is expected to push real estate demand in the mid-income group.

Mumbai Real Estate

MMR market showed signs of revival in H2 FY16 with residential sales volume increasing by 5% y-o-y; though full year volumes were down 7% y-o-y. Also, 35% decline in new launches led to improvement in demand-supply scenario; inventory levels improved to 11 quarters compared to 12 quarters last year. While inventory of unsold units in MMR is higher than cities such as Bangalore and Pune, it is much below NCR having inventory level of 17 quarters. Prices remained stable or increased marginally across most of the micro-markets. Prices in MMR grew 3% in FY16, higher than NCR (flat y-o-y) and Pune (2%) but were marginally below Bangalore (4%).

Despite y-o-y decline in volumes, few large developers with an established brand managed to sell a significant chunk of the inventory mainly due to timely delivery, quality construction and a high level of services. With the implementation of Real Estate Regulatory Bill (RERA) in next 6-12 months, delivery timelines and transparency is expected to improve in the industry. We expect RERA to benefit large developers with established track record thereby leading to market share gains.

Activities in the office market have also improved significantly with absorption increasing to 7.5 mn sq ft in MMR region (highest in past four years) due to consolidation and growth by corporate entities largely in the BFSI and IT/ITeS industry. Owing to the improved demand-supply scenario, vacancy levels declined to 20% from 22% last year. This resulted in lease rentals increasing by 2-3% across micro-markets. With SEBI clearing most of the roadblocks for Real Estate Investment Trusts (REIT), we believe there is a huge opportunity in office space for developers and investors in India. Also, pick up in commercial activities is expected to provide a fillip to residential sales.

Business Overview

The Company has undertaken an aspirational residential project by the name of Lodha Grandezza in the central business district of Thane, Wagle Estate. The Project comprises twin 18 storey residential towers in a mixed use development with three commercial Supremus towers comprising of chic boutique offices with spaces in the range of 2,000 square feet to 20,000 square feet. The target client profile of this project is the higher/upper middle income segment of the market.

"Lodha Excellencia", a premium residential project, with 20-storeyed towers with 2 & 3 BHK Garden Luxury Air-conditioned apartments in Thane, strategically located for easy connectivity was delivered in 3 years.

We are pleased to inform you that trading in the Company's shares, which was suspended since year 2003 has been revoked by the Bombay Stock Exchange with effect from 12th May 2017.

4. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed as **Annexure I**.

5. CHANGES IN SHARE CAPITAL

During the financial year 2016-17, there has been no change in the equity share capital of the Company.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Mahesh Thakur resigned as Chief Executive Officer of your Company effective 12th January, 2017. Mr. Samujjwal Ghosh was appointed as Chief Executive Officer of your Company effective 7th February, 2017.

In terms of Section 149 of the Act, Mr. Umashankar Hegde and Mr. Bhushan Shah are the Independent Directors of your Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act.

As per the provisions of the Companies Act, 2013, Mr. A.L. Ananthanarayanan, would retire at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company:

- Mr. Samujjwal Ghosh, Chief Executive Officer
- Mr. Rameshchandra Chechani, Chief Financial Officer
- Mr. Varun Shah, Company Secretary

7. BOARD AND COMMITTEES OF THE BOARD

Five Board meetings were held during the year and the gap between two meetings did not exceed 120 days. These were held on 16th May, 2016, 3rd September, 2016, 22nd November, 2016, 13th January, 2017 and 7th February, 2017. Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors.

Board Committees focus on certain specific areas and make informed decisions in line with the delegated authority. The following statutory Committees constituted by the Board, function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance.

8. BOARD EVALUATION

The Board of Directors carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the Listing regulations. Performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The policy on Directors' appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Personnel including policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors is attached as **Annexure II**.

9. AUDIT & AUDITORS

Auditors

MSKA & Associates, Chartered Accountants (F.K.A. MZSK & Associates) (Firm Registration No. 105047W), the statutory auditors of your Company, hold office until the conclusion of the 58th AGM to be held in the year 2021, subject to ratification at every AGM. The Members, year on year, will be requested, to ratify its appointment as Auditor and to authorize the Board of Directors to fix their remuneration. In this connection, the proposal for ratification of Auditors is mentioned in the notice of the forthcoming Annual General Meeting of the Company.

Auditor's Report

The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

Secretarial Audit

Shravan A. Gupta and Associates, Practicing Company Secretary was appointed as Secretarial Auditor to conduct a Secretarial Audit of records and documents of the Company for FY17. The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulation and Guidelines.

The Secretarial Audit Report is provided in **Annexure-III**.

Cost Auditor and Cost Audit Report

Mr. Dushyant C. Dave, Cost Accountant, to audit cost records of the Company for financial year 2017. In accordance with the requirement of the Central Government and pursuant to Section 148 of the Act, your Company carries out an audit of cost accounts relating to real estate development activities every year. The Cost Audit Report and the Compliance Report of your Company for FY16, was filed on 1st October, 2016.

Internal Audit

Pursuant to Section 138 of the Companies Act, 2013, the Company appointed Mr. Parag Parekh, Chartered Accountant as an Internal Auditor of the Company during the year 2016-17. The audit carried out by him is on half yearly basis. Further, the report issued by an Internal Auditor is reviewed on an on-going basis in the Meetings of the Audit Committee and of the Board and appropriate actions are taken as per the directions of the Audit Committee by the Board.

10. LOANS, GUARANTEES, SECURITY AND INVESTMENT

The Company is engaged in the business of providing "infrastructural facilities" as defined in Schedule VI of the Companies Act 2013 and therefore the provisions of Section 186 are not applicable to any loans and, guarantee given or security provided by the Company in terms of exemption provided u/s 186(11) (a). During the financial year ended 31st March, 2017, the Company has not made any Investments.

The disclosures w.r.t Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Loans and Advances to related parties is given in the Financial Statements.

11. RELATED PARTY TRANSACTIONS

The transactions/contracts/arrangements, falling within the purview of provisions of Section 188(1) of the Companies Act, 2013, entered by the Company with related parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in the ordinary course of business and have been transacted at arm's length basis.

There are transactions/contracts/arrangements entered by the Company with related parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year 2016-17, that are required to be reported in Form AOC-2 which is furnished in **Annexure- IV** and as such forms part of the Report.

In compliance with the Listing Regulations, the Company has a policy for transactions with Related Parties ('RPT Policy'). The RPT Policy is available on the Company website viz. www.nsil.net.in on the Investor Relation page, under the section titled 'Policies'.

12. CORPORATE SOCIAL RESPONSIBILITY

The details required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in CSR Report appended as **Annexure-V** to this Report. The brief outline of the initiatives undertaken by the Company on CSR activities are set out in **Annexure-V** of this Report. The CSR Policy of the Company is also annexed to this Report as **Annexure-V**.

13. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure - VI**.

Provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply as there are no employees who draw remuneration in excess of the limits set out in the said Rules.

14. HOLDING ,SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

The Company continues to be a subsidiary of Anantnath Constructions And Farms Pvt. Ltd., which in turn is the subsidiary of Lodha Developers Private Limited. Sambhavnath Infrabuild and Farms Private Limited is the Ultimate holding Company. During the financial year ended 31st March, 2017, the Company did not have any subsidiaries, joint venture and associate companies.

15. RISK MANAGEMENT

Your Company has adopted a Risk Management policy which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The key risks and mitigating actions are also placed before the Board of Directors/Audit Committee of the Company.

16. INTERNAL FINANCIAL CONTROLS

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 observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, safeguarding of its assets, the prevention and detectiveness of frauds etc.

17. INTERNAL CONTROL SYSTEMS

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditor and cover all offices, sites and key business areas. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. These systems provide a reasonable assurance in respect of financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

18. VIGIL MECHANISM

The Company has established a Vigil Mechanism process by adopting a Whistle Blower Policy for directors and employees. This policy outlines the procedures for reporting, handling, investigating and deciding on the course of action to be taken in case inappropriate conduct / behaviour is/are noticed, reported or suspected. The Policy provides for adequate safeguards against victimization of persons who use the mechanism and has a process for providing direct access to the Ombudsman in appropriate or exceptional cases.

The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Whistle Blower Policy is posted on the Company's website <http://www.nsil.net.in/pdf/Vigil%20Mechanism%20Policy.pdf>

19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company held a familiarization programme for its Independent Directors had familiarized the Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company. The details of the same are put up on the website of the Company at the link <http://www.nsil.net.in/pdf/Familiarisation%20programme.pdf>.

19. CODE OF CONDUCT

Pursuant to Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration signed by the CEO affirming the compliance of Code of Conduct by the Directors and senior management personnel for the financial year ended 31st March, 2017 is annexed to and forms part of the Corporate Governance Report, appended to this Annual Report.

20. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirement as set out by SEBI. The Report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report.

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Practicing Company Secretary Certificate on Corporate Governance is enclosed to the Corporate Governance Section of the Annual Report.

21. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of energy	
a) Energy conservation measures taken	(i) Use of variable frequency drives for all its elevators and air-conditioning equipment. (ii) Occupation sensor controlled lighting and air-conditioning through home automation in its projects. (iii) Extensive use of materials like fly ash, GGBS, etc. at all its projects resulting in saving of cement thus indirectly saving energy consumed in manufacturing of cement. (iv) At all its major projects electrical designs have been fine tuned to contain the voltage drop to less than 5%. (v) Use of low voltage PL lamps.
b) Capital Investment on Energy Conservations Equipment	(i) Variable frequency drives for all its elevators and air-conditioning equipment. (ii) Sensor controlled lighting and air-conditioning through home automation. (iii) Solar water heaters and solar powered street lights.
c) Steps taken for utilizing alternate source of energy	Same as Above
d) Impact of measures for reduction of energy consumption	Reduction in overall maximum demand for the electricity in all its projects and consequent energy saving benefits to the residents.
e) Environment protection	(i) Measures to achieve eco balance have been taken at the major sites of large developments by providing extensive green cover and creating water bodies by treating waste water and rain harvesting. (ii) Waste water equipment plants are installed at all major projects for treating waste water and utilising it for air-conditioning, watering of green spaces and flushing. (iii) Providing dust control systems for the concrete batching plant across its projects. (iv) Complete ban on use of mud bricks in construction and using light weight blocks which helps soil conservation and utilization of material like fly ash which otherwise would cause air pollution. (v) Minimise use of paper in its offices across all sites. (vi) Regulated water and power supply to labour camps across all sites. (vii) Plantation of large number of trees and providing extensive green cover creating water bodies to enhance the ecology and environment.

	(viii) Use of fly ash and other minerals in the construction to reduce cement consumption thus indirectly saving the energy used for manufacture of cement.
	(ix) State of the art electronic parking management system installed to accommodate and control the movement of large number of vehicles thus helping de-congestion of the roads in the area resulting in smooth and faster passing of traffic thereby reducing fuel consumption and pollution caused due to carbon monoxide by idle running of vehicles.
	(x) Use of crushed sand in the construction instead of natural sand thus helping environmental degradation as natural sand is normally dredged from the river beds.
	(xi) Crushing stones obtained from excavation at the construction site itself thus saving the transportation for disposal of stones as well as import of crush aggregate, saving both ways transportation and thus saving fuel.
B Technology Absorption	
1. Efforts, in brief, made towards technology absorption, adaptation and innovation	None
2. Benefits derived as result of above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc	None
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year), following information may be furnished a) Technology imported b) Year of import c) Has technology been fully absorbed? d) If not fully absorbed, areas where this has not taken place, reasons there	Not applicable
4. The expenditure incurred on Research and Development	Nil

C. Foreign exchange earnings and Outgo

There was no foreign exchange earning or outgo during the financial year ended 31st March, 2017.

23. GENERAL

Your Directors state that for the financial year ended March 31, 2017 no disclosure is required in respect of the following items and accordingly confirm as under:

- a. The Company has neither revised the financial statements nor the report of Board of Directors.
- b. No cases were filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- c. There are no material changes or commitments affecting the financial position of the Company between March 31, 2017 and the date of this report
- d. The Company has not accepted any deposits during financial year 2016-17.
- e. No instance of fraud has been reported to Board of Directors of the Company by the Auditors or any other person.
- f. There are no significant or material changes for which orders were passed by the Regulators/Courts/Tribunals which impact the going concern status and Company's operations in future.
- g. During the financial year 2016-17, there is no change in the nature of the business of the Company.

NATIONAL STANDARD (INDIA) LIMITED

- h. There has been no Issue of equity shares with differential rights as to dividend, voting or otherwise during the financial year 2016-17
- i. The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme during the financial year 2016-17.

25. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed;
- (b) the Directors had 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 as at 31st March, 2017 and of the profit of the Company for the financial year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and been operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for stakeholders at all levels, who have contributed to the growth and performance of your Company.

For and on behalf of the Board of Directors
National Standard (India) Limited

Maninder Chhabra
Director
DIN: 02630680

Smita Ghag
Director
DIN: 02447362

Date : 25th May, 2017
Place : Mumbai

ANNEXURE I**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2017

of

National Standard (India) Limited

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

I. REGISTRATION AND OTHER DETAILS

- a. CIN : L27109MH1962PLC265959
- b. Registration Date : 20-Aug-1962
- c. Name of the Company : National Standard (India) Limited
- d. Category of the Company : Company limited by shares
- e. Sub-Category of the Company : Indian Non-Government Company
- f. Address of the Registered Office and contact details : 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001
Telephone No. : +9122-23024400
Fax No. : +9122-23024550
Website : www.nsil.net.in
Email : Investors.NSIL@lodhagroup.com
- g. Whether listed company : Yes
- h. Name, Address and contact details of Registrar & Transfer Agents (RTA), if any : C B Management Services (P) Limited, P-22, Bondel Road, Kolkata- 700019
Telephone No. : +9133-4011 6700/2280 6692/2282
Fax no : +9133-22870263
E-mail : rta@cbmsl.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.	Development of real estate	410	96.45%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN	Holding/ Subsidiary/	% of shares held	Applicable Section
Anantnath Constructions and Farms Pvt Ltd Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45400MH2007PTC173512	Holding Company	73.94%	2(46)
Lodha Developers Private Limited Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45200MH1995PTC093041	Holding Company of Anantnath Constructions and Farms	73.94%*	2(46)
Sambhavnath Infrabuild and Farms Private Limited. Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45200MH2007PTC173517	Ultimate Holding Company	46.86%*	2(46)

Note:

- The Company does not have any subsidiary or associate companies.
- Lodha Developers Private Limited is the holding Company of Anantnath Constructions and Farms Private Limited and Sambhavnath Infrabuild and Farms Private Limited is the Ultimate Holding Company. The Percentage Shareholding represent the Shares held in the Company through Anantnath Constructions and Farms Private Limited.

NATIONAL STANDARD (INDIA) LIMITED

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 1st April, 2016				No. of Shares held at the end of the year 31st March, 2017				%Change during The year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	14788099	-	14788099	73.94	14788099	-	14788099	73.94	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Others	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	14788099	-	14788099	73.94	14788099	-	14788099	73.94	-
(2) Foreign	-	-	-	-	-	-	-	-	-
(a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Others	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Totalshareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	14788099	-	14788099	73.94	14788099	-	14788099	73.94	-
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	90	90	0	-	90	90	0	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
(i) Other (specify)	-	-	-	-	-	-	-	-	-
(j) Foreign Financial Institutional	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	90	90	0	-	90	90	0	-

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2016				No. of Shares held at the end of the year 31st March, 2017				%Change during The year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
(a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	-	998996	998996	5	-	998996	998996	5	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1244	66553	67797	0.34	2115	65682	67797	0.34	-
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	4144754	4144754	20.72	658480	3486274	4144754	20.72	-
(c) Others (specify)									
1. NRI	-	232	232	0	-	232	232	0	-
2. Foreign National	-	32	32	0	-	32	32	0	-
3. Clearing Member	-	-	-	-	-	-	-	-	-
4. OCB	-	-	-	-	-	-	-	-	-
5. Trust	-	-	-	-	-	-	-	-	-
6. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
7. Foreign Body Corporate	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1244	5210567	5211811	26.06	660595	4551216	5211811	26.06	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1244	5210657	5211901	26.06	660595	4551306	5211901	26.06	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	14789343	5210657	20000000	100	15448694	4551306	20000000	100	-

NATIONAL STANDARD (INDIA) LIMITED

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1st April, 2016)			Shareholding at the end of the year (31st March, 2017)			% change in the shareholding 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	
1	Anantnath Constructions And Farms Private Limited	14788099	73.94	0.00	14788099	73.94	0.00	-

(iii) Change in Promoters' Shareholding

Sr. No.	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	01-04-2016	14788099	73.94	14788099	73.94
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):	No change in Shareholding during the year				
	At the end of the year	31-03-2017	14788099	73.94	14788099	73.94

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

Sr. No.	For Each of the Directors and KMP	Date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Gurpreet Kaur Shinh					
	a) At the beginning of the year	1/4/2016	1314118	6.57	1314118	6.57
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			1314118	6.57
2	Niharika Realtors Private Limited					
	a) At the beginning of the year	1/4/2016	990501	4.95	990501	4.95
	b) Changes during the year					
	i) Date and Reason	23-09-2016	15	0.00	990486	4.95
		Sale				
	c) At the end of the year	31-03-2016			990486	4.95
3	A. L. Ananthanarayanan					
	a) At the beginning of the year	1/4/2016	879828	4.4	879828	4.40
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			879828	4.40
4	N. P. S. Shinh					
	a) At the beginning of the year	1/4/2016	687495	3.44	687495	3.44
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			687495	3.44

Sr. No.	For Each of the Directors and KMP	Date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	Ramnika Singh					
	a) At the beginning of the year	1/4/2016	507611	2.54	507611	2.54
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			507611	2.54
6	Narinder Pal Singh					
	a) At the beginning of the year	1/4/2016	248567	1.24	248567	1.24
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			248567	1.24
7	Manita Shinh					
	a) At the beginning of the year	1/4/2016	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			122500	0.61
8	Amrita Shinh					
	a) At the beginning of the year	1/4/2016	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			122500	0.61
9	Mangala Ananthanarayanan					
	a) At the beginning of the year	1/4/2016	120000	0.6	120000	0.6
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			120000	0.6
10	Arundhati Maya Subramoney– U/G Mangala Ananthanarayanan					
	a) At the beginning of the year	1/4/2016	50000	0.25	50000	0.25
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2017			50000	0.25

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Designation	Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Narinder Pal Singh	Director				
	a) At the beginning of the year	01-04-2016	2250180*	11.25%	2250180*	11.25%
	b) Changes during the year	Nil				
	c) At the end of the year	31-03-2017			2250180*	11.25%
2	Anantha narayanan Ariya nayakipuram	Director				
	a) At the beginning of the year	01-04-2016	887896*	4.44%	887896*	4.44%
	b) Changes during the year	Nil				
	c) At the end of the year	31-03-2017			887896*	4.44%

* Includes Shares held jointly.

NATIONAL STANDARD (INDIA) LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9,444.34	1,984.54	-	11,428.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	325.63	-	325.63
Total (i+ii+iii)	9,444.34	2,310.17	-	11,754.51
Change in Indebtedness during the financial year				
• Addition	-	18,952.79	-	5,499.30
• Reduction	3,226.95	19,382.28	-	11,178.93
Net Change	-3,226.95	-429.49	-	-5,679.63
Indebtedness at the end of the financial year				
i) Principal Amount	6,177.39	1,710.79	-	7,888.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	169.89	-	169.89
Total (i+ii+iii)	6,177.39	1,880.68	-	8,058.07

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Umashankar Hegde*	Bhushan Shah*	
1.	Independent Directors			
	◦ Fee for attending board / committee meetings	52,500	52,500	1,05,000
	◦ Commission		-	
	◦ Others, please specify	-		-
	Total (1)	52,500	52,500	1,05,000
2.	Other Non-Executive Directors			
	◦ Fee for attending board / committee meetings			
	◦ Commission			
	◦ Others, please specify			
	Total (2)	Nil		Nil
	Total (B)=(1+2)	52,500	52,500	1,05,000
	Total Managerial Remuneration	52,500	52,500	1,05,000
	Overall Ceiling as per the Act			

* The Sitting Fees paid to Mr. Umashankar Hegde and Mr. Bhushan Shah is for the period from September, 2016 to March, 2017.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	Company Secretary	
1	Gross salary*	5,16,36,32	68,63,535	12,18,319	1,32,45,486
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission				
	- as % of profit				
	- others, specify...	NA	NA	NA	NA
5	Others, please specify	NA	NA	NA	NA
	Total	51,63,632	68,63,535	12,18,319	1,32,45,486

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2017.

For and on behalf of the Board of Directors
National Standard (India) Limited

Maninder Chhabra
Director
DIN: 02630680

Smita Ghag
Director
DIN: 02447362

Date : 25th May, 2017
Place : Mumbai

ANNEXURE II

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

Background & Objectives:

Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 ('the Act') requires the Nomination and Remuneration Committee to identify persons who are qualified to become Directors and who may be appointed in Senior Management and to formulate a Policy relating to the remuneration for the Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company and recommend the same for approval of the Board. Further Section 134 of the Act stipulates that the Board Report shall include a statement on Company's Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and remuneration for Key Managerial Personnel and other employees.

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Objective and Role of Committee:

- To attract, recruit and retain good and exceptional talent.
- To identify persons who are qualified to become Directors and who may be appointment in Senior Management in accordance with the criteria laid down in this Policy.
- To guide the Board in relation to appointment and removal of Directors.
- To evaluate the performance of the Members of the Board including Independent Directors.
- Formulation of criteria for evaluation of Independent Director and the Board.
- To determine criteria for payment of remuneration to Directors, Key Managerial Personnel, Senior Management and Employees.
- To recommend to the Board on remuneration payable to the Directors including Key Managerial Personnel, Senior Management and Employees, if required.
- To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a Policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Definitions:

"Act" means the Companies Act, 2013 and rules thereunder.

"Board of Directors" or "Board" means the Board of Directors of National Standard (India) Limited, as constituted from time to time.

"Company" means National Standard (India) Limited.

"Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

"Director" means a director appointed to the Board of a Company.

"Independent Director" means an independent director referred to in sub-section (5) of Section 149 of the Companies Act, 2013.

"Policy" means Nomination and Remuneration Policy.

"Key Managerial Personnel" (KMP) means:

- a. Chief Executive Officer or the Managing Director or the Manager
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

“**Senior Management Personnel**” for this purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Director(s), including the functional/vertical heads.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Composition

- The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be independent.
- The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- Minimum two (2) members shall constitute a quorum for Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Chairman of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee

Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required.

Committee Member's Interest:

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives , as it considers appropriate, to be present at the meetings of the Committee. Voting:
- Matters arising for determination at Committee meetings shall be decided by a majority of votes Members and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment– Criteria Identification

- The Committee shall identify and ascertain the integrity, professional qualification, expertise and experience of the person, who is proposed to be appointed as a Director, KMP or at a Senior Management level and appropriate recommendation shall be made to the Board with respect to his/her appointment. However the Committee while identifying person, who is proposed to be appointed as a Director, KMP or at a Senior Management level, may identify and appoint the employees of the group companies.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment as KMP, Senior Management Personnel of the Company. The Committee, on the recommendation of Human Resource Department (HR Department), if required, shall have the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- Appointment of Independent Directors shall be subject to the provisions of Section 149 of the Act read with schedule IV and rules made thereunder. Before appointment as Independent Director, the Committee shall satisfy itself that the proposed person satisfies the criteria of independence as stipulated under Section 149(6) of the Act.
- Appointment of Directors on the Board of a Company shall be subject to the recommendation made by the Committee. However, the decision of the Board with respect to appointment of a Director shall be final.
- Appointment of Managing Director and Whole-time Director shall be subject to provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V and rules made there under. The Committee shall ensure that a person shall not occupy position as a Managing Director/Whole-time Director beyond the age of seventy years, unless his appointment is approved by a special resolution passed by the Company in general meeting. No re-appointment shall be made earlier than one year before the expiry of term.
- No person shall be eligible to be appointed as a Director, if he/she is subject to any disqualifications as stipulated under the Companies Act, 2013 or any other law(s) for the time being in force.

Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel, subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP or Senior Management Personnel, shall retire as per the applicable provisions of the Act and the prevailing Policy of the Company, if any. The Board will have the discretion to retain the Director in the same position/ remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

Evaluation:

A) Independent Directors/Non-Executive Directors

The Committee shall carry out evaluation of performance of Independent Directors/Non-Executive Directors every year ending 31st March. In case, if a Director is a member of the Committee, he/she shall abstain himself/herself from participation, when he/she is being evaluated.

As a part of evaluation, the Committee shall determine the following criteria:

- Membership & attendance - Committee and Board Meetings
- Contribution during such meetings
- Willingness to spend time and effort learning about the Company and its business
- Active participation in strategic decision making
- Inputs to executive management on matters of strategic importance
- Individual Performance and Contribution
- Such other matters, as the Committee/Board may determine from time to time.

B) Executive Directors

The Committee shall carry out evaluation of performance of Executive Directors every year ending 31st March. In case, if a Director is a member of the Committee, he/she shall abstain himself/herself from participation, when he/she is being evaluated. The evaluation shall be on the basis of Key Performance Indicators (KPI), which would be identified based on a) their commitment to achieve Company's goals and alignment with the strategic direction, b) their decision making ability, and c) their ability and actions to safeguard the interest of shareholders of the Company and weights assigned for each measure of performance keeping in view the distinct roles of each Executive Director. The identified KPI for Executive Directors shall be approved by the Board, pursuant to recommendation of the Committee, if required.

C) Key Managerial Personnel / Senior Management/ Employees

The HR Department shall assign the responsibility of carrying out the evaluation of the aforementioned persons every year ending March 31st, to the concerned department heads. KPI are identified well in advance at the commencement of the financial year. Performance benchmarks shall be set and evaluation of employees would be done by the respective reporting manager(s)/ Management to determine whether the performance benchmarks are achieved. The payment of remuneration/annual increment to the aforementioned persons shall be determined after the satisfactory completion of Evaluation process.

The objective of carrying out the evaluation by the Company is to identify and reward those with exceptional performances during any financial year. Additional Training and Development Orientation programs on need basis shall be provided to employees, whose performance during any financial year do not meet the benchmark criteria.

Further, the performance of the Committees formed by the Board will be evaluated based on the terms of reference assigned to the respective Committees.

Matters relating to remuneration, perquisites for Directors, KMP/Senior Management Personnel & Employees:

Clause 49 of the Listing Agreement and Section 178 of the Act, emphatically specify that the Committee, while formulating the Policy shall ensure the following:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

In the Company, the remuneration structure for Executive Directors/Senior Management & Employees comprises of :

- a) A **fixed base salary**, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- b) **Performance Bonus**, based on achieving the minimum KPI predefined at the commencement of the financial year.
- c) **Retirement benefits** including PF, gratuity, etc.
- d) **Such other emolument(s)** as the HR department may after consultation with the Management determine from time to time.

Criteria for Remuneration:

1) KMP/Senior Management/other employees

Upon the satisfactory completion of Evaluation process and after taking into consideration the performance appraisal of the concerned employee(s) and also taking into consideration the profitability/performance of the Company, salary increments/performance bonus would be decided by the concerned Department Head(s)/Management, as the case may be. The increments/performance bonus declared shall be solely as per Company Policy.

Determination of remuneration/performance bonus for KMP /Senior Management/other employees, so far as there are no regulatory requirements, need not be recommended/approved by the Committee/Board. The concerned Department Head(s)/Management on the recommendation of the HR department shall have the discretion to determine the quantum of remuneration to be payable to KMP/Senior Management and other employees, as the case may be. Regulatory compliance, if any, needs to be complied appropriately before determining/approving remuneration.

2) Executive Director(s) (EDs)

The remuneration/compensation, etc., to Executive Directors (EDs) of the Company during any financial year shall be determined on the basis of they achieving the Key Performance Indicators (KPIs) as is set on them at the commencement of every financial year. The remuneration/compensation shall be determined by the Committee after considering the KPI achieved by EDs. The Committee may consider the recommendation of HR department while determining the remuneration to be paid to EDs.

The remuneration payable to EDs and Whole-time Directors shall be subject to the provisions of Section 197 and 198 of the Companies Act, 2013 or which may be mutually agreed.

3) Non-Executive Director/Independent Director

The Non-executive / Independent Directors (NEDs) of the Company may be paid sitting fees as per the applicable Regulations. Any revision in the quantum of sitting fees shall be subject to approval of Board of Directors of the Company. Further the travelling, boarding and lodging expenses, if any, shall be reimbursed to the Directors based out of Mumbai.

The profit-linked Commission may be paid within the monetary limit approved by the shareholders of the Company and subject to compliance with the provisions of Companies Act, 2013, if any. The aforesaid Commission shall be paid, subject to NEDs, satisfying the criteria approved by the Board for receiving remuneration.

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option (ESOPs) of the Company.

Where any insurance is taken by the Company on behalf of its KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Amendments to the Policy:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule

No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Board of Directors
M/s. NATIONAL STANDARD (INDIA) LIMITED
CIN:L27109MH1962PLC265959
412 Floor 4, 17 G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort ,
Mumbai 400001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. NATIONAL STANDARD (INDIA) LIMITED (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Company's 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, we hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2017, complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies, Act, 2013 and the Rules made there under;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iv) Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable** during the period under Review
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable during the period under Review**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under Review**
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable during the period under Review**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable during the period under**

(vi) The other laws as are applicable specifically to the Company are complied during the period under Review:

We 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 and Calcutta Stock Exchange of India Limited

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

We Further report that, during the year under review:

The status of the Company during the financial year has been that of a Equity Listed Public Company.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We 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.

We further report that the Company has complied with the provisions of the Act and Rules made under that Act in carrying out the following changes:

- (a) Appointment and Resignation of Key Managerial Person KMP during the period under review

I further report that there is a nominal amount of interest on account of delay in Deduction of TDS, which is outstanding for payment.

Shravan A. Gupta & Associates
Practicing Company Secretary

Shravan A. Gupta
ACS: 27484, CP: 9990

Place: Mumbai
Date: 25th May 2017

ANNEXURE IV

FORM AOC -2

Particulars of material contracts or arrangement or transactions at arm's length basis

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014-AOC 2)

This forms pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangement or transactions not at arm's length basis:

There were no contracts or arrangement or transactions entered into during the financial year ended 31st March, 2017, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Value ₹ (in Lakhs)	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Ajitnath Hi-Tech Builders Private Limited.	Loan given	Ongoing	32374.56	Receivable on demand Rate of Interest-Variable Unsecured Loan	The terms of the loan were in the best interest of the Company	*	Not applicable
Jawala Real Estate Private Limited	Loan Given	Ongoing	6859.37	Repayable on demand Rate of Interest-Variable Unsecured Loan		*	
Jawala Real Estate Private Limited	Loan Taken	Ongoing	6739.97	Repayable on demand Rate of Interest-Variable Unsecured Loan		*	
Lodha Developers Private Limited	Loan Taken	Ongoing	11632.66	Repayable on demand Rate of Interest-Variable Unsecured Loan		*	

* Pursuant to the requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company obtained the approval of shareholders by way of Special Resolution passed by the shareholders at their Meeting held on 29th September, 2016.

For and on behalf of the Board of Directors
National Standard (India) Limited

Maninder Chhabra

Director

DIN: 02630680

Smita Ghag

Director

DIN: 02447362

Date : 25th May, 2017

Place : Mumbai

ANNEXURE V

REPORT ON CSR ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

Sr. No.	Particulars	Details						
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects and programs	<p>The Policy emphasizes initiatives in specific areas of social development that would include primary and secondary education, skills development, vocational training, health and hygiene, preventive health care and sanitation, women empowerment, environment and ecological protection, character building by providing training opportunities in sports and cultural activities etc.</p> <p>The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the Company's website at the web-link : http://www.nsil.net.in/pdf/Corporate%20Social%20Responsibility%20Policy.pdf</p>						
2.	Present Composition of the CSR Committee	<table> <tr> <td>Ms. Smita Ghag</td> <td>Chairperson</td> </tr> <tr> <td>Mr. Umashankar Hegde</td> <td>Member</td> </tr> <tr> <td>Mr. Bhushan Shah</td> <td>Member</td> </tr> </table>	Ms. Smita Ghag	Chairperson	Mr. Umashankar Hegde	Member	Mr. Bhushan Shah	Member
Ms. Smita Ghag	Chairperson							
Mr. Umashankar Hegde	Member							
Mr. Bhushan Shah	Member							
3.	Average Net Profit of the Company for last three financial years	₹ 68.07 crores						
4.	Prescribed CSR Expenditure (two percent of the amount as per item 3 above)	₹ 1.36 crores						
5.	Details of CSR spent during the financial year; <ol style="list-style-type: none"> Total amount spent for the financial year Amount unspent, if any Manner in which the amount spent during the financial year is detailed below: 	<table> <tr> <td>Rs. 1.36 crores</td> </tr> <tr> <td>Nil</td> </tr> <tr> <td>Refer Annexure A</td> </tr> </table>	Rs. 1.36 crores	Nil	Refer Annexure A			
Rs. 1.36 crores								
Nil								
Refer Annexure A								
6.	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.	N.A						

The implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

Ms. Smita Ghag
 Chairperson of CSR Committee
 DIN: 02447362

Mr. Umashankar Hegde
 Member
 DIN:06797098

ANNEXURE A

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads: (1) Direct Expenditure on projects and programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1	Donation given to the Trust for promoting education and undertaking other community welfare measures such as imparting vocational training, etc	Vocational Training Programs {Schedule VII(ii)}	Mumbai, Maharashtra	₹ 1,36,00,000/-	Direct Expenditure: ₹1,36,00,000/-	₹1,36,00,000/-	Implementing Agency
	Total			₹ 1,36,00,000/-	₹ 1,36,00,000/-	₹ 1,36,00,000/-	

*Lodha Charitable Trust is registered Public Charitable Trust established in 2007 with an overall aim of enabling lives, living and livelihood for a stronger India. The focus areas of the foundation are health, education and livelihood development. Lodha Charitable Trust has a track record of more than three years in undertaking such projects and programs.

CORPORATE SOCIAL RESPONSIBILITY POLICY

A. Preamble :

National Standard (India) Limited ("the Company") has adopted a Policy on Corporate Social Responsibility (CSR). The Company shall strive to be a socially responsible company and strongly believes in development which is beneficial for the society at large. The Company shall carry out the CSR activities where it has its major business presence.

B. Policy Objective :

The objective of this Policy is to set guiding principles for carrying out Corporate Social Responsibility (CSR) activities and also to set up process of implementation and monitoring of the CSR activities to be undertaken by the Company.

C. Scope and Implementation of CSR :

The Company shall implement the CSR activities / programs as a combined effort between itself and its subsidiaries, in such a manner, that their individual CSR Committees will be in a position to report separately on CSR activities / programs in accordance with Section 135 of Companies Act 2013 and notified rules.

All CSR projects/activities will be over and above the normal course of the Company's business.

The Company may decide to do CSR activities through a registered trust or registered society or a Section 8 Company either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such company, or otherwise.

If such trust, society or section 8 companies are not established by the Company or aforementioned companies - then they should have an established track record of 3 years in undertaking similar projects or programs.

The Company shall engage / co-ordinate with these Implementing Agencies and seek requisite documents / papers so as to ensure that they have an established track record in undertaking CSR activities.

The Company shall specify the project or programs to be undertaken by these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

The Company may also collaborate with other companies for undertaking CSR activities - provided they are able to report separately such activities.

D. Composition and Quorum of CSR Committee :

Pursuant to the provisions of Section 135 of the Act, the Members of CSR Committee shall be appointed by the Board of Directors of the Company. Members of the CSR Committee shall meet, at mutually decided time, as and when required by sending notice or e-mails in order to perform, decide and monitor the implementation of this CSR Policy.

The quorum of CSR Committee shall be two members or one third of the total strength whichever is higher.

E. Scope of CSR Committee is as under:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy;
2. Finalise and approve the amount of expenditure to be incurred on the activities to be undertaken for Corporate Social Responsibility and for this purpose approve the annual plans and budgets;
3. Ensure that the company spends towards Corporate Social Responsibility, in every financial year, amount as may be recommended by the CSR Committee;
4. Ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company;
5. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

Any other matter as the CSR Committee may deem appropriate after the approval of the Board of Directors or as may be directed by the Board from time to time.

F. Areas of CSR activities:

The Company may undertake the below activities under the ambit of CSR:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
2. Promoting education, hosting events, performances in pure arts including special education and employment enhancing vocational skills especially among children, women and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; day care centers and such other facilities and measures for reducing inequalities faced by socially and economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna and conservation of natural resources;
5. Protection of national heritage, art and culture; setting up public libraries; promotion and development of traditional arts and handicrafts;
6. Contributions to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
7. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
8. Rural development projects;
9. Slum area development;
10. Contribution to Prime Minister's National Relief Fund, etc.;
11. Contributions or funds provided to technology incubators located within academic institutions which are approved by Central Government;
12. Contribution to corpus of a trust / society / section 8 company would also qualify as CSR expenditure as long as they are created exclusively for undertaking CSR activities or where the corpus is created exclusively for the purpose directly relatable to a subject covered in Schedule VII of the Act;

The Company may contribute to other areas of interest as permitted under Schedule VII of the Act & update the above list as per Section 135 and Schedule VII of the Act as amended from time to time.

G. Budget

A specific budget will be allocated for CSR activities alongwith the projected plan on an annual basis. The amount & the projected plan will be approved by the Board on the recommendation of the CSR Committee. Any surplus arising and/ or additional revenue generated out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and same shall be spent for undertaking any CSR Activities only.

H. Dissemination of information of CSR activities :

The Company's involvement in the CSR projects and/or activities and details of work executed and progress made will be communicated through its annual reports and other modes as may be required from time to time.

I. Monitoring :

The Company will set up a monitoring process for implementation of the CSR projects/activities and reporting to the CSR Committee in compliance with the requirements of Section 135 of the Companies Act, 2013.

J. Reporting Framework

The Company shall lay down a reporting framework for each and every program / project being undertaken towards CSR activities laying down specifically the sector / location in which the activity has been undertaken, the description of the activities being undertaken, the amount allocated towards the same, the amount spent towards the CSR activities and such other particulars as may be required from time to time depending upon the nature of the CSR activity.

Any or all provisions of the CSR Policy would be subject to revision/amendment as may be required / deemed fit by the Company from time to time.

ANNEXURE VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are given as under:

Sr. No.	Name of Director / KMP and Designation	Period	Remuneration of Director / KMP for financial year 2016-17 (Amount in ₹)	% increase in remuneration in the financial year 2016-17	Ratio of remuneration of each Director to the median remuneration of employees##
1.	Mahesh Thakur* Chief Executive Officer	1st April, 2016 to 12th January, 2017	37,48,699/-	(20.07)	N.A.##
2.	Samujjwal Ghosh* Chief Executive Officer	7th February, 2017 to 31st March, 2017	14,14,933/-	100#	N.A.##
3.	Ramesh Chechani* Chief Financial Officer	1st April, 2016 to 31st March, 2017	68,63,535/-	5.60	N.A.##
4.	Ami Parikh* Company Secretary	1st April, 2016 to 2nd August, 2016	5,96,616/-	12.47	N.A.##
5.	Varun Shah* Company Secretary	3rd September, 2016 to 31st March, 2017	6,21,703/-	100#	N.A.##
6.	Smita Ghag* Non-Executive Director	1st April, 2016 to 31st March, 2017	-	-	N.A.##
7.	Maninder Singh Chhabra* Non-Executive Director	1st April, 2016 to 31st March, 2017	-	-	N.A.##
8.	Narinder Pal Singh* Non Executive Director	1st April, 2016 to 31st March, 2017	-	-	N.A.##
9.	A.L.Ananthanarayanan* Non-Executive Director	1st April, 2016 to 31st March, 2017	-	-	N.A.##
10.	Umashankar Hegde Independent Director	1st April, 2016 to 31st March, 2017	52,500/-	100**	N.A.##
11.	Bhushan Shah Independent Director	6th July, 2017 to 31st March, 2017	52,500/-	100**	N.A.##

* Mr. Mahesh Thakur and Mr. Samujjwal Ghosh, Chief Executive Officer, Mr. Ramesh Chechani, Chief Financial Officer and Ms. Ami Parikh and Mr. Varun Shah, Company Secretary are not on the payroll of the Company and are deputed by Group Companies. Their remuneration is being reimbursed by the Company to the said Group Companies. Further, no remuneration has been paid during FY 2016-17 to Ms. Smita Ghagh, Mr. Maninder Singh Chhabra, Mr. N. P. Shinh and Mr. A. L. Ananthanarayanan.

Mr. Samujjwal Ghosh was appointed as Chief Executive Officer on 7th February, 2017 and Mr. Varun Shah was appointed as Company Secretary on 3rd September, 2016.

** The Board at its Meeting held on 16th May, 2016 had approved payment of Sitting Fees to Independent Directors of the Company, post which the Company has started paying Sitting Fees to Mr. Umashankar Hegde and Mr. Bhushan Shah.

Since there is no payment of remuneration made to the Directors during the year under review, the criteria for increase in remuneration ratio of remuneration of each director to the median remuneration of employees are not applicable.

- (ii) There are no other employees apart from KPM's on the rolls of Company and hence, the percentage increase in the median remuneration of employees of the Company during the financial year ended 31st March, 2017 is not applicable;
- (iii) The affirmation that the remuneration to the Directors, KMP's and other employees is as per the Remuneration Policy is not applicable as the remuneration to above mentioned KMPs is paid by the group companies and later on reimbursed.
- (iv) Since there are no employees on the rolls of the Company, the Company is not required to disclose the details of employees pursuant to Rule (5)(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

1. Company’s philosophy on Code of Governance

The Company’s corporate governance structure plays a pivotal role in realizing its long term goals. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized by integrity and fairness in all dealings. Critical to this, is the high degree of transparency in disclosures across all levels of stakeholder engagement, which are periodically done while maintaining the importance of reserving competitive information from being disseminated.

The entire governance structure is actively supervised by Board of Directors, which oversees management activities and ensures their effectiveness in delivering member value. To implement this, the Company has always strived to promote an informed Board that functions independently.

The Company has adopted the requirements of Corporate Governance as specified under the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the disclosure requirements of which are given below:

2. Board of Directors

• Size and composition of the Board

The Board of Directors of the Company has an ideal combination of non-executive Directors and independent directors which is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations.

As on 31st March, 2017, the Company’s Board of Directors comprises 6 Non-Executive Directors, 2 of whom are Independent directors.

These Directors bring in a wide range of skills and experience to the Board. The Board provides leadership, strategic guidance, objective and an independent view to the Company’s management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors.

The Board of Directors met six times during the financial year 2016-2017 and the maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. These were held on 16th May, 2016, 3rd September 2016, 22nd November, 2016, 13th January, 2017 and 7th February, 2017. The previous Annual General Meeting of the Company was held on 29th September, 2016.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in companies as on 31st March 2017:

Sr. No.	Name of Director(s)	Category of Directorship	No. of Board meetings held during the year: 5	Attendance in last AGM	As on 31st March 2017		
					Directorship in other companies	Membership and Chairmanship of the committees of the Board of other companies	
						Chairman	Member
			Attended				
1.	Smita Ghag	Non-Independent, Non-Executive	5	Yes	6		2
2.	Santosh Kumar Ojha@	Independent, Non-Executive	N.A	No	-	-	-
3.	Bhushan Shah@	Independent, Non-Executive	5	No	3	3	5
4.	Umashankar Hegde	Independent, Non-Executive	5	No	3	2	2

Sr. No.	Name of Director(s)	Category of Directorship	No. of Board meetings held during the year: 5	Attendance in last AGM	As on 31st March 2017		
					Directorship in other companies	Membership and Chairmanship of the committees of the Board of other companies	
			Chairman			Member	
5.	Ananthanarayanan Lakshminarayanan	Non-Independent, Non-Executive	3	No	5	-	1
6.	Narinder Pal Shingh	Non-Independent, Non-Executive	3	No	12	-	1
5.	Maninder Singh Chhabra	Non-Independent, Non-Executive	5	Yes	3	-	-

- There are no inter-se relationships between the Board members.
- Excludes directorship in NSIL, alternate directorships and directorships in private companies, foreign companies and section 8 companies.
- Disclosure includes memberships/chairmanships of the Audit Committee of Directors and Stakeholders Relationship Committee of Indian public companies (including NSIL).
- None of the Directors on the Company were members of more than 10 Committees or acted as Chairperson of more than 5 Committees (as specified in Listing Regulations), across all the companies in which he/she was a Director. The necessary disclosures regarding Committee positions have been made by the Directors.
- None of the Directors held directorship in more than 20 Indian companies including 10 public limited companies.
- None of the Directors were related to any Director or member of an extended family.
- None of the Independent Directors of the Company served as Independent Director in more than 7 listed companies. None of the Independent Directors is a Whole-Time Director in any other company.

@ Mr. Santosh Kumar Ojha resigned as Independent Director w.e.f 8th April, 2016 and Mr. Bhushan Shah was appointed as Independent Director w.e.f 6th July, 2016

• **Details of Equity Shares held by Non- Executive Directors:**

S.No	Name of the Director	No. of Shares held
1.	Ananthanarayanan Lakshminarayanan	887896*
2.	Narinder Pal Shinh	2250180*

* Includes Shares held jointly.

• **Information to the Board**

The Board has unrestricted access to all Company-related information. At Board / Committee meetings, department heads and representatives who can provide additional insights into the items being discussed, are invited. The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings:

- Annual operating plans and budgets, capital budgets and other updates.
- Quarterly, half-yearly and annual financial results of the Company and its operating divisions or business segments.
- Detailed presentations on business strategy and future outlook of the Company.
- Minutes of meetings of various Committees of the Board.
- The information on recruitment and remuneration of Chief Financial Officer and the Company Secretary.

- Significant sale of investments, subsidiaries or assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company, if any.

- **Familiarisation Programmes**

The Familiarization program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction / appointment, the Independent Directors are familiarized with their roles, responsibilities and duties.

The details of the familiarization programmes imparted to independent directors can be accessed the website of the Company at the link <http://www.nsil.net.in/pdf/Familiarisation%20programme.pdf>.

- **Performance Evaluation and Independent Directors Meeting**

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, annual performance evaluation of the Directors as well as of the Board Committees has been carried out. Detailed process of performance evaluation is provided in the Board's Report.

- **Code of Conduct**

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Management in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Code lay down the standard of conduct which is expected to be followed by the Directors and by the Senior Management in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders.

All the members of the Board and the Senior Management have affirmed compliance with the Code of Conduct as on 31st March, 2017 and a declaration to that effect signed by Mr. Samujjwal Ghosh, Chief Executive Officer of the Company is enclosed and forms a part of this report.

2. Committees of the Board:

The Board of Directors has constituted four Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference and the role of the Committees are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year 2016-17 and attendance at meetings, are provided below:-

A. Audit Committee

- **Terms of Reference**

Terms of reference of the Audit Committee are in conformity with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(4) of the Companies Act, 2013.

The brief terms of reference of the Audit Committee are listed as under:-

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
3. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

6. Discussion with internal auditors of any significant findings and follow up there on;
7. Reviewing 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;
8. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
9. Examination of the financial statement and the auditors' report thereon;
10. Management Discussion and Analysis of financial condition and result of operations;
11. Statement of significant related party transactions (as defined by the Audit Committee)
12. Internal Audit Reports relating to internal control weaknesses;
13. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
15. Approval or any subsequent modification of transactions of the company with related parties;
16. Scrutiny of inter-corporate loans and investments;
17. Valuation of undertakings or assets of the company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management systems;
19. Monitoring the end use of funds raised through public offers and related matters.
20. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as delegated by the Board of Directors of the Company from time to time.

- **Powers of Audit Committee**

The Audit Committee has the following powers:

- 1) To investigate any activity within its terms of reference.
- 2) To seek information from any employee.
- 3) To obtain outside legal or other professional advice.
- 4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

- **Composition, meetings and attendance**

The Audit Committee met four times during the financial year 2016-17. The Audit Committee Meetings were held on 16th May, 2016, 3rd September, 2016, 22nd November, 2016, and 7th February, 2017 respectively.

The composition of the Audit Committee during the financial year 2016-17 and attendance of Members at the Meetings held thereat is given below:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1	Umashankar Hegde	Independent Director	Chairman	4
2	Smita Ghag	Non-Executive Director	Member	4
3	Bhushan Shah ¹	Independent Director	Member	3

¹ Mr. Bhushan Shah was inducted as member of the Committee w.e.f 13th July, 2016.

Present Composition of the Audit Committee

The Audit Committee as on the date of this Report comprises of the following:-

- i) Mr. Umashankar Hegde – Chairman
- ii) Ms. Smita Ghag – Member
- iii) Mr. Bhushan Shah - Member

All the members of Audit Committee are financially literate.

The Company Secretary acts as the secretary to the Committee.

The Chief Executive Officer and the Chief Financial Officer were the permanent invitees to the Audit Committee. The Statutory Auditors, the Internal Auditors and Executives of the Company are also invited to the Audit Committee Meetings, whenever required.

B. Nomination and Remuneration Committee:

• Terms of Reference of the Committee

In accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, the terms of reference / role of the Nomination and Remuneration Committee of the Company is as under:-

- To formulate a 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, Senior Management and other employees, if required;
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in the Nomination and Remuneration Committee Policy and recommend to the Board their appointment and removal of Directors and Senior Management and shall carry out evaluation of every Director's performance;
- To devise a policy on Board diversity;
- To formulate criteria for evaluation of Independent Director and the Board;
- To ensure that remuneration to Director, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal;
- To ensure that the level and composition of remunerations is reasonable and sufficient, To attract, recruit and retain and motivate the Directors of the quality required to run the Company successfully;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To perform such other functions as may be necessary or appropriate for the performance of its duties;

• Composition, meetings and attendance

The Nomination and Remuneration Committee met twice during the financial year 2016-17. The Meetings were held on 3rd September, 2016 and 7th February, 2017.

The composition of the Nomination and Remuneration Committee during the financial year 2016-17 together with the attendance of the Members thereat is given as under:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1 .	Umashankar Hegde	Independent Director	Chairman	4
2 .	Smita Ghag	Non-Executive Director	Member	4
3 .	Bhushan Shah ¹	Independent Director	Member	3

¹ Mr. Bhushan Shah was inducted as member of the Committee w.e.f 13th July, 2016.

• Present Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee as on the date of this Report comprises of the following:-

- i) Mr. Umashankar Hegde – Chairman
- ii) Ms. Smita Ghag – Member
- iii) Mr. Bhushan Shah - Member

Nomination and Remuneration Policy

The Company's Nomination and Remuneration policy is driven by success and performance of the individual employee/ Executive Directors.

Sitting fees for was paid to Independent Directors during the financial year ended 31st March, 2017.

Further, there are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any of ESOPs to its Non-Executive Directors.

As on 31st March, 2017, Mr. Narinder Pal Singh and Mr. Anantnarayanan Lakshminarayanan holds 22,50,180 and 8,87,896 equity shares respectively. Apart from them, none of the Directors have any shareholding in the Company.

C. Stakeholders Relationship Committee

- **Scope / Terms of Reference:**

The Stakeholders Relationship Committee inter-alia deals with various matters relating to redressal of shareholders and investors complaints like delay in transfer/ transmission of shares, non-receipt of balance sheet, non-receipt of dividends etc. and also recommends measures to improve the performance of investor services.

- **Composition, meetings and attendance:**

The Stakeholders Relationship Committee members met 4 (four) times during the financial year i.e. on 16th May, 2016, 3rd September, 2016, 22nd November, 2016 and 7th February, 2017 to review and redress the investor complaints.

The composition of the Stakeholders Relationship Committee during the financial year 2016-17 together with the attendance of the Members thereat is given as under:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1.	Umashankar Hegde	Independent Director	Chairman	4
2	Smita Ghag	Non-Executive Director	Member	4

- **Present Composition of the Stakeholders Relationship Committee**

The Stakeholder Relationship Committee as on the date of this Report comprises of the following:-

- i) Mr. Umashankar Hegde – Chairman
- ii) Ms. Smita Ghag – Member

Compliance officer / Investor Grievance Officer

Mr. Varun Shah is the Company Secretary and Compliance officer of the Company for complying with the requirements of Listing Regulations / Securities Laws and the Companies Act, 2013.

Investor Grievance Redressal

There were no complaints pending / received during the financial year 2016-17.

D. Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted the CSR Committee and defined the role of the Committee, which is as under:-

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.

NATIONAL STANDARD (INDIA) LIMITED

- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time

The CSR Committee met on 3rd September, 2016 during the financial year 2016-17.

The composition of the Corporate Social Responsibility Committee during the financial year 2016-17 together with the attendance of the Members thereat is given as under:

Sr. No.	Name	Category	Designation	No. of meetings attended
1.	Ms. Smita Ghag	Non-Executive Director	Chairperson	1
2	Mr. Umashankar Hegde	Independent Director	Member	1
3.	Mr. Bhushan Shah	Independent Director	Member	-

• Present Composition of the Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee as on the date of this Report comprises of the following:-

- Ms. Smita Ghag – Chairperson
- Mr. Umashankar Hegde – Member
- Mr. Bhushan Shah - Member

6. General Body Meetings

(i) Details of previous three Annual General Meetings are as follows:

Financial Year	Date	Venue	Time
2015-16	29.09.2016	6 th Floor, Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi, Mumbai-400011	3:30 P.M
2014-15	30.09.2015	Lodha Supremus, Ground Floor, Dr. E. Moses Road, Worli Naka, Worli, Mumbai - 400 018	2.00 P.M
2013-14	17.09.2014	Room No. 6, 4 th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata 700013	1.00 P.M

(ii) Special Resolutions passed at the last 3 Annual General Meetings

AGM Date	Item No.	Particulars
29.09.2016	9	Contracts or Arrangements with Related Parties
30.09.2015	6	Approval of Related Party Transactions under Clause 49 of the Listing Agreement
17.09.2014	8	Authority to Board of Directors to borrow monies under Section 180(1)(c) of the Companies Act, 2013 upto ₹ 2500 Crore.
	9	Authority to Board of Directors for creation of Mortgage, charge, hypothecation, lien and other encumbrances
	10	Authority to Board of Directors to invest /acquire the securities of any body corporate or any other person by way of subscription/purchase or otherwise, upto a sum of ₹ 1000 Crores.
	11	Adoption of new Articles of Association of the Company
	12	To enter into contract or arrangement with the related parties

All the aforesaid resolutions were passed with requisite majority

No resolutions were passed during the financial year 2016-17 by way of postal ballot.

None of the Businesses is proposed to be transacted in the ensuing Annual General Meeting requiring passing of a resolution through Postal Ballot process.

7. Disclosures

(i) Related Party Transactions

During the financial year 2016-17, apart from the transactions reported in the Notes to accounts and in the Board's Report, there were no related party transactions with the Promoters, Directors, Management, and other Related Parties. None of the contracts/ transactions with Related Parties had a potential conflict with the interest of the Company at large. The interest of Director, if any, in the transactions are disclosed at Board Meetings and the interested Director does not participate in the discussion or vote on such transactions. Details of transactions with related parties are placed before the Audit Committee on a quarterly basis.

The Company has formulated policy for dealing with the Related Party Transactions which are available on the website of the Company i.e. www.nsil.net.in

(ii) Compliances by the Company

The Company has complied with the requirements of the stock exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three financial years and no penalties, strictures have been imposed against it by such authorities during such period.

The trading in the Equity Shares of the Company which was suspended since 2003 was revoked w.e.f 12th May, 2017.

(iii) Vigil Mechanism / Whistle Blower Policy and access of personnel to the Audit Committee

The Company has established Vigil Mechanism / Whistle Blower Policy for Directors and employees to report genuine concerns, to deal with instances of fraud and mismanagement, if any, and to ensure a clean and transparent environment for conducting business and also to ensure adequate safeguards against victimisation of persons who use such mechanism.

The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Vigil Mechanism / Whistle Blower Policy is posted on the Company's website at <http://www.nsil.net.in>

(iv) Code for Prevention of Insider Trading Practices

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a revised Code for Prevention of Insider Trading. The existing Code of Conduct for Prevention of Insider Trading has been revised to bring it in line with these Regulations.

The revised code viz. "Code of Conduct for Prevention of Insider Trading" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of trading plan subject to certain conditions as mentioned in the said Regulations and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's securities by the Directors, designated person and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed.

Mr. Varun Shah, Company Secretary, has been designated as the Compliance Officer for this Code.

(v) CEO/CFO Certification

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CEO and the Chief Financial Officer of the Company have submitted a Compliance Certificate for the financial year ended March 31, 2017. The same is annexed herewith.

(vi) Compliance with the Mandatory requirements and Implementation of the Discretionary requirements

The Company has complied with all the mandatory items of the SEBI Listing Regulations.

Adoption of the discretionary requirements by the Company is being reviewed by the Company **from time to time**.

(vii) Web-site

The Company's Web-site <http://www.nsil.net.in> contains a special dedicated section 'Investor Relations' where the information pertaining to the financial results, shareholding pattern, press release, Corporate Governance, Annual Reports, listing information, policies etc. is available and can be downloaded.

(viii) Risk management

The Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are systematically categorized as strategic risks, business risks or reporting risks.

NATIONAL STANDARD (INDIA) LIMITED

To address these risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, the Company has set in place various procedures for Risk Management.

(ix) CEO/CFO Certification

A Certificate signed by Mr. Samujjwal Ghosh (Chief Executive Officer) was placed before the Board of Directors at its meeting held on 25th May, 2017 in compliance with Clause D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed and forms part of this report.

(x) Compliance Certificate

Certificate conforming compliance with the conditions of Corporate Governance as stipulated under Clause E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of Annual Report.

(xi) Policy to prevent sexual harassment at the work place:

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by Law and by the Company. During the year under review, there was no complaint of any sexual harassment at work place.

(xii) Compliance with Regulation 39(4) read with Schedule V and VI of SEBI Listing Regulations – Uniform procedure for dealing with unclaimed shares:

There are no unclaimed shares. Hence the compliance mechanism laid down under Regulation 39 (4) of the SEBI Listing Regulations read together with Schedule V and VI are not applicable.

(xiii) Disclosure of Commodity price risk and commodity hedging activities

The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not required.

8. Means of Communication:

- 1) The quarterly and annual financial results of the Company were published in Financial Express (all editions) and in Apala Mahanagar (Mumbai edition). As the results of the Company are published in the newspapers, half-yearly reports are not sent to each shareholder.
- 2) The financial results, official news releases are displayed on the Company's website <http://www.nsil.net> in addition to the same being disseminated by the BSE Limited (BSE) on www.bseindia.com and Calcutta Stock Exchange Limited (CSE) on www.cse-india.com as the copies of the financial results and official press releases are sent to the stock exchanges from time to time.
- 3) The Management Discussion and Analysis Report forms part of this Annual Report.

9. General Shareholder Information

Company Registration Details	The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L27109MH1962PLC265959.
54th Annual General Meeting	Date: 29 th August, 2017 Time: 3.30 P.M. Venue: Lodha Excelus, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi (E), Mumbai-400011
Financial Calendar	1 st April, 2016 to 31 st March, 2017
Book closure period	24 th August, 2017 to 29 th August, 2017 (both days inclusive)
Dividend payment date	No dividend on equity is recommended by the Board.
E – mail address for shareholders	Investors.nsil@lodhagroup.com
Listing on stock exchange	BSE Limited (BSE) Calcutta Stock Exchange Limited (CSE) The Company has paid annual listing fees for the financial year 2016-17.
Stock Code:	BSE: 504882 CSE:

Trading	The trading in the Equity Shares of the Company was suspended on BSE limited and CSE Limited. However, Suspension in trading in Equity Shares of the Company on BSE was revoked w.e.f 12 th May, 2017.															
Market price data and performance in comparison to broad based indices such as BSE Sensex	As the trading in shares of the Company was suspended since 3rd February, 2003 till 11 th May, 2017, current market price data cannot be ascertained and hence the same is not disclosed.															
Outstanding GDRs/ADRs/ Warrants/ Convertible Instruments	Not Applicable															
Subsidiary	Since the Company does not have any subsidiary companies, the Company was not required to formulate a policy for determining material subsidiaries, neither disclose the same on the its website.															
Investors correspondence for change in address, change of Bank or any query on Annual Report	Registrar and Transfer Agent CB Management Services (P) Limited P-22, Bondel Road Kolkata 700019 Tel:40116700 / 22806692/94/2486 Email: rta@cbmsl.com															
	Corporate Office 10 th Floor, The Company Secretariat Department, Lodha Excelus, Apollo Mills compound, N.M Joshi Marg, Mahalaxmi, Mumbai 400011 Tel: +9122 2302 4517 Fax : +9122 2302 4550 Email: Investors.nsil@lodhagroup.com															
Registrar and Share Transfer	CB Management Services (P) Limited															
Agent(For both physical and demat - Common Registry)	P-22, Bondel Road Kolkata 700019 Tel: 40116700 / 22806692/94/2486															
	Email: rta@cbmsl.com															
Share transfer system	Share transfers, which are received in physical form, are processed and the share certificate are returned within a period of 15 (Fifteen) days, subject to the documents being valid and complete in all respects.															
Distribution of shareholding and shareholding pattern	Please see Annexure 'A' and Annexure 'B' given hereunder															
Dematerialization of shares and liquidity	The International Securities Identification Number (ISIN) allotted to Company is INE166R01015. The Company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The Company has connectivity with National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) for demat facility. As on 30th June, 2017, 73.94% of the total equity capital was held in the demat form with CDSL and 3.30% of the total equity was held in the demat form with NSDL. Physical and Demat Shares as on 30th June, 2017															
	<table border="1"> <thead> <tr> <th></th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>No. of Shares held in dematerialised form NSDL</td> <td>6,60,185</td> <td>3.30</td> </tr> <tr> <td>No. of Shares held in dematerialised form CDSL</td> <td>1,47,88,509</td> <td>73.94</td> </tr> <tr> <td>Physical Shares</td> <td>45,51,306</td> <td>22.76</td> </tr> <tr> <td>Total</td> <td>2,00,00,000</td> <td>100.00</td> </tr> </tbody> </table>		Shares	%	No. of Shares held in dematerialised form NSDL	6,60,185	3.30	No. of Shares held in dematerialised form CDSL	1,47,88,509	73.94	Physical Shares	45,51,306	22.76	Total	2,00,00,000	100.00
	Shares	%														
No. of Shares held in dematerialised form NSDL	6,60,185	3.30														
No. of Shares held in dematerialised form CDSL	1,47,88,509	73.94														
Physical Shares	45,51,306	22.76														
Total	2,00,00,000	100.00														
Site location	The Company's project is at Plot No. F/4, Road No. 22, Wagle Industrial Estate, Thane 400604, Maharashtra.															
Registered Office	412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001 CIN:L27109MH1962PLC265959 Website: www.nsil.net Email: Investors.nsil@lodhagroup.com Tel: +9122 23024517 Fax: +9122 23024550															

NATIONAL STANDARD (INDIA) LIMITED

Annexure 'A'

Distribution of shareholding as on 31st March, 2017

Range	No. of Shareholders	%	No. of Shares	%
1- 500	991	97.25	52647	0.26
501- 1000	6	0.59	3895	0.02
1001- 2000	-	-	-	-
2001- 3000	-	-	-	-
3001- 4000	1	0.10	3952	0.02
4001- 5000	-	-	-	-
5001- 10000	2	0.20	16167	0.08
10001-9999999	19	1.86	19923339	99.62
Total	1019	100.00	20000000	100.00

Annexure 'B'

Categories of shareholding as on 31st March, 2017

Category	No. of Shares	%
Promoters & Promoters group	14788099	73.94
Mutual Fund & Unit Trust of India	-	-
Banks, Financial Institutions & Insurance Companies	90	0.00
Foreign Institutional Investors	-	-
Bodies Corporate	998996	5.00
Indian Public	4212551	21.06
Non-Resident Indians	232	0.00
Foreign National	32	0.00
Total	20000000	100.00

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I Samujjwal Ghosh, Chief Executive Officer of National Standard (India) Limited (NSIL), hereby confirm that:

- The Board of Directors of NSIL had laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors Relation page of the Company website www.nsil.net.in.
- In accordance with the requirements of Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management personnel have affirmed their compliance with the said Code of Conduct for the year ended 31st March, 2017.

Place : Mumbai
Date : 25th May, 2017

Sd/-
Samujjwal Ghosh
Chief Executive Officer

CERTIFICATE IN TERMS OF REGULATION 17 (8) AND REGULATION 33 (2)(a) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sirs,

We, the undersigned, certify to the Board that:

- (a) We have reviewed the financial statement and the cash flow statement for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee -
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Thanking you,
Yours faithfully,

Ramesh Chechani
(Chief Financial Officer)

Samujjwal Ghosh
(Chief Executive Officer)

Date: 16th May, 2017

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
National Standard (India) Limited,
Mumbai

We have examined the compliance of conditions of Corporate Governance by National Standard (India) Limited (the Company) for the year ended on March 31, 2017, as stipulated in Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with 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 information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforementioned Listing Regulations.

We further state that such compliance's an assurance of neither the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Shraavan A. Gupta & Associates

Place: Mumbai
Date:, 25th May, 2017

Company Secretary in Practice
Membership No. A27484
Certificate of Practice No.: 9990

MANAGEMENT DISCUSSION ANALYSIS REPORT

Business & Industry Review

Macro Economic overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund. With an annual growth of 7.1% during the year 2017, the Indian economy is one of the most resilient and among the fastest growing economies in the world. As per the Economic Survey 2016-17, the Indian economy is expected to grow between 6.75 and 7.5% in FY 2017-18. Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

Source: <https://www.ibef.org>

Sector review

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30% over the next decade. The construction industry ranks 3rd amongst the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6% to the country's GDP. In the period FY2008-2020, the market size of this sector is expected to increase at a CAGR of 11.2%. Retail, hospitality and commercial real estate are also growing significantly, providing much-needed infrastructure for India's growing needs. Private equity investments in real estate increased 26% to a nine-year high of nearly Rs 40,000 crore in calendar year 2016.

Mumbai is the best city in India for commercial real estate investment, with likely returns of 12-19 % in the next five years, followed by Bengaluru and Delhi-NCR.

Source <https://www.ibef.org>

Government Initiatives

The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

The recently notified Real Estate (Regulation and Development) Act, 2016 is expected to have a huge transformational impact on the real estate sector. Goods and Service Tax is another significant reform which will subsume all indirect taxes and pave the way for a single market cross India. Demonetization in the third quarter of FY 2017 had a profound impact on the economy, especially in the real estate sector.

The Union Budget has put special emphasis on the affordable housing segment. Infrastructure status for this segment will help real estate entities to raise funds at substantially better interest rates. The credit linked subsidy scheme for first-time homebuyers under the Pradhan Mantri Awas Yojana is expected to push real estate demand in the mid-income group.

Mumbai Real Estate

MMR market showed signs of revival in H2 FY16 with residential sales volume increasing by 5% y-o-y; though full year volumes were down 7% y-o-y. Also, 35% decline in new launches led to improvement in demand-supply scenario; inventory levels improved to 11 quarters compared to 12 quarters last year. While inventory of unsold units in MMR is higher than cities such as Bangalore and Pune, it is much below NCR having inventory level of 17 quarters. Prices remained stable or increased marginally across most of the micro-markets. Prices in MMR grew 3% in FY16, higher than NCR (flat y-o-y) and Pune (2%) but were marginally below Bangalore (4%).

Despite y-o-y decline in volumes, few large developers with an established brand managed to sell a significant chunk of the inventory mainly due to timely delivery, quality construction and a high level of services. With the implementation of Real Estate Regulatory Bill (RERA) in next 6-12 months, delivery timelines and transparency is expected to improve in the industry. We expect RERA to benefit large developers with established track record thereby leading to market share gains.

Activities in the office market have also improved significantly with absorption increasing to 7.5 mn sq ft in MMR region (highest in past four years) due to consolidation and growth by corporate entities largely in the BFSI and IT/ITeS industry. Owing to the improved demand-supply scenario, vacancy levels declined to 20% from 22% last year. This resulted in lease rentals increasing by 2-3% across micro-markets. With SEBI clearing most of the roadblocks for Real Estate Investment Trusts (REIT), we believe there is a huge opportunity in office space for developers and investors in India. Also, pick up in commercial activities is expected to provide a fillip to residential sales.

INDEPENDENT AUDITOR'S REPORT

To The Members of National Standard (India) Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of National Standard (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

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

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2016 and the transition date opening balance sheet as at 1st April, 2015 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor

NATIONAL STANDARD (INDIA) LIMITED

whose report for the year ended 31st March, 2016 and 31st March, 2015 dated 16th May, 2016 and 28th April, 2015 respectively expressed an unmodified audit opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by 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, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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 A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 28 to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 36 to the Ind AS financial statements.

2. 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 the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **MZSK & Associates**
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanwala
Partner
Membership No. 108053

Place : Mumbai
Date : 25th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date]

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **MZSK & Associates**
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanwala
Partner
Membership No. 108053

Place : Mumbai
Date : 25th May, 2017

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date]

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The Company does not hold any immovable properties (in the nature of fixed assets). Accordingly, the provisions stated in paragraph 3 (i)(c) of the Order are not applicable to the Company.
- ii. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on verification between the physical stock and the book records.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, provisions stated in paragraph 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Rs.	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax	38,89,974	1995-96	CIT (A)	
Income Tax Act, 1961	Income Tax	48,95,449	2011-12	ITAT	
Income Tax Act, 1961	Income Tax	52,76,962	2011-12	CIT (A)	
Income Tax Act, 1961	Income Tax	44,46,157	2012-13	CIT (A)	
Income Tax Act, 1961	Income Tax	1,02,63,113	2013-14	CIT (A)	
Income Tax Act, 1961	Income Tax	2,21,32,949	2014-15	CIT (A)	
Central Excise Act, 1944	Excise Duty	11,22,092	1996-97	CESSTAT, Mumbai	

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. The Company has not paid / provided for managerial remuneration during the year. Accordingly, the provisions of section 197 of the Act will not be applicable. Accordingly, the provisions stated in paragraph 3(xi) of the Order are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Ind AS.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanwala
Partner
Membership No. 108053

Place : Mumbai
Date : 25th May, 2017

NATIONAL STANDARD (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

	Notes	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-16 ₹ in Lakhs
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	2	10.62	18.74	20.98
Deferred Tax Assets	25	33.66	42.42	47.81
Total Non-Current Assets		44.28	61.16	68.79
Current Assets				
Inventories	3	3,247.29	4,599.74	5,496.36
Financial Assets				
Loans	4	22,392.64	25,795.66	22,209.93
Trade Receivables	5	1,073.43	1,542.50	2,780.42
Cash and Cash Equivalents	6	237.15	1,041.20	362.47
Bank Balances other than Cash and Cash Equivalents	7	0.10	3.00	-
Other Financial Assets	8	1,951.83	2,790.12	1,130.36
Other Current Assets	9	687.72	264.76	102.34
Total Current Assets		29,590.16	36,036.98	32,081.88
Total Assets		29,634.44	36,098.14	32,150.67
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	10	2,000.00	2,000.00	2,000.00
Other Equity				
Share Premium	11	0.02	0.02	0.02
Retained Earnings	12	15,780.03	11,638.13	5,563.27
Other Reserves	13	28.11	28.11	28.11
Equity attributable to owners of the Company		17,808.16	13,666.26	7,591.40
Non-Current Liabilities				
Financial Liabilities				
Trade Payables	14	-	-	-
Due to Micro and Small Enterprises		-	-	-
Due to Others		223.79	497.64	224.76
Total Non-Current Liabilities		223.79	497.64	224.76
Current Liabilities				
Financial Liabilities				
Borrowings	15	7,888.18	11,428.88	14,875.10
Trade Payables				
Due to Micro and Small Enterprises		25.37	29.43	43.49
Due to Others		338.35	3,218.02	1,482.05
Other Financial Liabilities	16	318.65	443.80	101.76
Other Current Liabilities	17	1,874.35	4,823.98	5,681.25
Current Tax Liabilities (net)	18	1,157.59	1,990.13	2,150.86
Total Current Liabilities		11,602.49	21,934.24	24,334.51
Total Liabilities		11,826.28	22,431.88	24,559.27
Total Equity and Liabilities		29,634.44	36,098.14	32,150.67
Significant Accounting Policies	1			
See accompanying notes to the Financial Statements	1 - 41			

As per our attached Report of even date
For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

For and on behalf of the Board

Abuali Darukhanawala
(Partner)
Membership No. 108053

Smita Ghag
(Director)
DIN:02447362

Maninder Chhabra
(Director)
DIN:02630680

Place : Mumbai
Date: 25-May-17

Rameshchandra Chechani
(Chief Financial Officer)

Varun Shah
(Company Secretary)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Notes	For the Year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
I INCOME			
Revenue From Operations	19	11,133.52	18,412.39
Other Income	20	2,320.86	2,133.74
Total Income		13,454.38	20,546.13
II EXPENSES			
Cost of Projects	21	4,097.92	8,191.47
Employee Benefits Expense	22	325.45	471.65
Finance Costs (Net)	23	1,073.53	1,921.11
Depreciation and Amortisation Expense	2	8.12	2.73
Other Expenses	24	781.80	824.73
Total Expenses		6,286.82	11,411.69
III Profit Before Tax (I-II)		7,167.56	9,134.44
IV Tax Expense:			
Current Tax	25	(3,016.92)	(3,054.19)
Deferred Tax		(8.75)	(5.39)
Total Tax Expense		(3,025.67)	(3,059.58)
V Profit After Tax (III-IV)		4,141.89	6,074.86
VI Other Comprehensive Income (OCI)			
A. Items that will not be reclassified to Statement of Profit or Loss		-	-
B. Items that will be reclassified to Statement of Profit or Loss		-	-
Total Other Comprehensive Income for the year (Net of Tax) (A+B)		-	-
VII Total Comprehensive Income for the year (V + VI)		4,141.89	6,074.86
VIII Earnings per Equity Share (in ₹) : (Face value of ₹ 10 per Equity Share)			
Basic		20.71	30.37
Diluted		20.71	30.37
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	1 - 41		

As per our attached Report of even date
For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanawala
(Partner)
Membership No. 108053

Place : Mumbai
Date: 25-May-17

For and on behalf of the Board

Smita Ghag
(Director)
DIN:02447362

Rameshchandra Chechani
(Chief Financial Officer)

Maninder Chhabra
(Director)
DIN:02630680

Varun Shah
(Company Secretary)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2017

	For the Year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
(A) Operating Activities		
Profit Before Tax	7,167.56	9,134.44
Adjustments for:		
Depreciation and Amortisation Expense	8.12	2.73
Interest Income	(1,835.96)	(1,919.84)
Finance Costs	1,073.53	1,921.11
Sundry Balances/ Excess Provisions written back	(409.27)	(17.98)
Working Capital Adjustments:		
Decrease/(Increase) in Trade and Other Receivables	985.79	(195.38)
Decrease in Inventories	1,352.44	896.62
(Decrease)/Increase in Trade and Other Payables	(5,667.33)	1,198.21
Cash generated from Operating Activities	2,674.88	11,019.91
Income Tax paid	(3,849.45)	(3,220.71)
Net Cash Flows (used in)/from Operating Activities	(1,174.57)	7,799.20
(B) Investing Activities		
Purchase of Property, Plant and Equipment	-	(0.49)
Divestment in Fixed Deposits with Bank	2.90	-
Interest received	1,734.57	1,322.34
Loans Received Back/ (Given) (net)	3,403.02	(3,371.20)
Net Cash Flows from/(used in) Investing Activities	5,140.49	(2,049.35)
(C) Financing Activities		
Finance Costs paid	(1,229.27)	(1,543.78)
Proceeds from Borrowings	18,974.79	10,023.74
Repayment of Borrowings	(22,515.49)	(13,551.08)
Net Cash Flows used in Financing Activities	(4,769.97)	(5,071.12)
(D) Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)	(804.05)	678.73
Cash and Cash Equivalents at the beginning of the year	1,041.20	362.47
Cash and Cash Equivalents at year end	237.15	1,041.20

As per our attached Report of even date
For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanawala
(Partner)
Membership No. 108053

Place : Mumbai
Date: 25-May-17

For and on behalf of the Board

Smita Ghag
(Director)
DIN:02447362

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(Chief Financial Officer)

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(Director)
DIN:02630680

Varun Shah
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2017

(A) EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31-March-17	As at 31-March-16
Balance at the beginning of the reporting year	2,000.00	2,000.00
Changes in Equity Share Capital during the reporting year	-	-
Balance at the end of the reporting year	2,000.00	2,000.00

(B) OTHER EQUITY

₹ in Lakhs

Particulars	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy Reserve	Share Premium	Retained Earnings	
As at 1-April -16	11.44	16.67	0.02	11,638.13	11,666.26
Profit for the year	-	-	-	4,141.89	4,141.89
Other Comprehensive Income	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	4,141.89	4,141.89
As at 31-March-17	11.44	16.67	0.02	15,780.02	15,808.15

₹ in Lakhs

Particulars	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy Reserve	Share Premium	Retained Earnings	
As at 1-April -15	11.44	16.67	0.02	5,563.27	5,591.40
Profit for the year	-	-	-	6,074.86	6,074.86
Other Comprehensive Income	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	6,074.86	6,074.86
As at 31-March -16	11.44	16.67	0.02	11,638.13	11,666.26

As per our attached Report of even date
For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

For and on behalf of the Board

Abuali Darukhanawala
(Partner)
Membership No. 108053

Smita Ghag
(Director)
DIN:02447362

Maninder Chhabra
(Director)
DIN:02630680

Place : Mumbai
Date: 25-May-17

Rameshchandra Chechani
(Chief Financial Officer)

Varun Shah
(Company Secretary)

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

1. SIGNIFICANT ACCOUNTING POLICIES

A Company's Background

National Standard (India) Limited (the Company) is a public limited Company domiciled and incorporated in India under the Companies Act, 1956. The Company's registered office is located at 412 , Floor - 4, 17 G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400001. The Company is primarily engaged in the business of real estate development.

B Significant Accounting Policies

I Basis of Preparation

These financial statements are the financial statements of the Company (also called financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31-March-16, the Company had prepared its financial statements in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP').

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest lakhs except when otherwise indicated.

II Summary of Significant Accounting Policies

1 Current and Non-Current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The operating cycle of the Company's realty operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Assets and Liabilities are classified into current and non-current based on the operating cycle.

2 Property, Plant and Equipment

i. Recognition and Measurement

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisitions of the items. Cost includes freight, duties, taxes, borrowing cost and incidental expenses related to the acquisition and installation of the asset.

ii. Subsequent Costs

Subsequent expenditure is capitalised only when it is probable that the future economic benefits of the expenditure will flow to the Company. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

iii. Depreciation

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as specified in Schedule II of Companies Act, 2013.

Sr. No.	Property, Plant and Equipment	Useful life (Years)
i)	Furniture and Fixtures	10
ii)	Office Equipment	5
iii)	Plant and Equipment	15

Depreciation on assets sold during the year is charged to the Statement of Profit and Loss up to the month preceding the month of sale.

3 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each item of inventory to its present condition are accounted for as follows:

- i) Stock of Building Materials and Traded Goods is valued at lower of cost and net realizable value. Cost is generally ascertained on weighted average basis.
- ii) Work-in-progress is stated at Cost and Net Realizable Value, whichever is lower. Work-in-progress includes cost of incomplete projects for which the Company has not entered into contracts and the costs incurred on the projects where the revenue is yet to be recognized.
- iii) Completed unsold inventory is valued at lower of Cost and Net Realizable Value.
- iv) Cost for this purpose includes cost of land, borrowing costs, construction / development cost and other overheads incidental to the projects undertaken.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

4 Provisions and Contingencies

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

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

A disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

5 Impairment of Non-Financial Assets (excluding Inventories and Deferred Tax Assets)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash generating units ('CGUs').

6 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories.

- those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through Statement of Profit or Loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent Solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'Accounting Mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets

The Company assess on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debts instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. For trade receivables, the Company is not exposed to any credit risk as the legal ownership of residential and commercial units are transferred to the buyer only after all the installments are recovered.

For financial assets carried at amortised cost, the carrying amount is reduced and the amount of the loss is recognised in the Statement of Profit and Loss. Interest income on such financial assets continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Financial asset together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased. If a write-off is later recovered, the recovery is credited to finance costs.

Financial Liabilities**Initial Recognition and Measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through Statement of Profit or Loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Statement of Profit or Loss

Financial liabilities at fair value through Statement of Profit or Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of Profit or Loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through Statement of Profit or Loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit or Loss. The Company has not designated any financial liability as at fair value through Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition of Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Reclassification of Financial Assets and Financial Liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

7 Cash and Cash Equivalents

Cash and cash equivalent comprises of balances with banks, cash on hand and fixed deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

8 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria are described below:

i) Sale of Goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue from Building Materials and Finished Units are recognized upon transfer of significant risks and rewards to the buyers / Customers.

ii) Income from Property Development:

Property development involves such activities of real estate development which has the same economic substance as construction contracts. Therefore, percentage completion method is applied for recognising revenue, costs and profits from transactions in property developments.

Income from property development and value of shares representing occupancy rights of units of immovable property is recognized upon transfer of all significant risks and rewards of ownership to the buyers and no significant uncertainty exists regarding the amount of consideration and ultimate collection. The point of time at which all significant risks and rewards of ownership can be considered as transferred, is determined on the basis of the terms and conditions of the agreement for sale.

The Guidance Note on Accounting under Ind AS for Real Estate Transactions requires recognition of revenue under percentage of completion method only when, all critical approvals for project commencement have been obtained, on incurring at least 25% of estimated construction and development cost (excluding land and borrowing cost), at least 25% of the total saleable area is secured by agreement or letter of allotment (containing salient terms of agreement to sell) with buyers and receipt of 10% of the sales consideration per contract. The percentage of completion is worked out based on the total project cost incurred to the total estimated project cost including land and borrowing cost.

As the projects necessarily extend beyond one year, revision in costs and revenues estimated during the course of the contract are reflected in the accounting period in which the said estimates are revised.

Determination of revenue under the percentage of completion method necessarily involves making estimates by the Company, some of which are technical in nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion. Provision for foreseeable losses, determination of profit from real estate projects and valuation of construction work in progress is based on such estimates.

iii) Interest income

For all debt instruments measured either at amortised cost. Interest income is recorded using the effective interest rate (EIR).

9 Taxes

Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period

Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The Company recognizes deferred tax liabilities for all taxable temporary differences except those associated with the investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal tax during the specified period.

Presentation of Current and Deferred Tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

10 Borrowing Costs

Borrowing costs that are directly attributable to long term project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2 Property, Plant and Equipment

₹ in Lakhs

Particulars	Site / Sales Offices and Sample Flats	Plant and Equipment	Furniture and Fixtures	Office Equipments	Total
Gross Carrying Amount					
Cost as at 1-April-15	154.01	23.09	6.63	4.81	188.54
Additions	-	-	0.17	0.32	0.49
As at 31-March-16	154.01	23.09	6.80	5.13	189.03
Additions	-	-	-	-	-
As at 31-March-17	154.01	23.09	6.80	5.13	189.03
Depreciation and Impairment					
As at 1-April-15	154.01	7.07	3.22	3.26	167.56
Depreciation charge for the year	-	1.31	0.53	0.89	2.73
As at 31-March-16	154.01	8.38	3.75	4.15	170.29
Depreciation charge for the year	-	4.51	3.05	0.56	8.12
As at 31-March-17	154.01	12.89	6.80	4.71	178.41
Net Book Value					
As at 31-March-17	-	10.20	-	0.42	10.62
As at 31-March-16	-	14.71	3.05	0.98	18.74
As at 01-April-15	-	16.02	3.41	1.55	20.98

	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
3 Inventories			
(At lower of cost and net realizable value)			
Building Materials	13.87	269.46	147.18
Land and Property Development Work-in-Progress	-	4,144.41	5,349.18
Finished Units	3,233.42	185.87	-
Total	3,247.29	4,599.74	5,496.36

The carrying amount of Inventories of ₹ 3,233.42 Lakhs (31-March-16 ₹ 4,330.28 Lakhs, 1-April-15 ₹ 5,349.18 Lakhs) are charged as securities against specific borrowings.

4 Loans Unsecured

Related Parties			
Subsidiaries	22,347.77	25,562.10	22,194.93
Other Loans	44.87	233.56	15.00
Total	22,392.64	25,795.66	22,209.93
Total Current Loans	22,392.64	25,795.66	22,209.93
Total Non-Current Loans	-	-	-
	22,392.64	25,795.66	22,209.93

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	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
5 Trade Receivables			
Unsecured			
Considered good	1,073.43	1,542.50	2,780.42
Total	1,073.43	1,542.50	2,780.42
(i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. No trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.			
(ii) Trade receivables net of advances are settled as per agreed terms.			
(iii) Trade receivables amounting to ₹1,073.43 Lakhs (31-March-16 ₹1,542.50 Lakhs, 1-April-15 ₹ 2,780.42 Lakhs) are charged as securities against specific borrowings.			
6 Cash and Cash Equivalents			
Balances with Banks	225.53	944.67	362.39
Cheques on Hand	-	96.53	-
Cash on Hand	11.62	-	0.08
Total	237.15	1,041.20	362.47
7 Bank Balances other than Cash and Cash Equivalents			
Fixed Deposits held as margin money	0.10	3.00	-
Total	0.10	3.00	-
8 Other Financial Assets			
Interest Receivables	1,829.23	1,727.84	1,130.36
Accrued Revenue	121.55	1,061.23	-
Fixed Deposits with original maturity of more than 12 months	1.05	1.05	-
Total	1,951.83	2,790.12	1,130.36
9 Other Current Assets			
Advances/ Deposits to :			
Suppliers and Contractors	132.72	31.30	32.05
Employees	-	-	0.67
Others	238.20	-	-
Prepaid Expenses	-	33.37	7.87
Indirect Tax Receivables	312.41	200.09	61.75
Other Receivables	18.39	14.00	-
Total	701.72	278.76	102.34
Less : Provision for Doubtful Receivables	(14.00)	(14.00)	-
Total	687.72	264.76	102.34
10 Equity Share Capital			
Authorised Share Capital			
Equity Shares of ₹10 each		Numbers	₹ in Lakhs
As at 01-April-15		20,000,000	2,000.00
Increase/(Decrease) during the year		-	-
As at 31-March-16		20,000,000	2,000.00
Increase/(Decrease) during the year		-	-
As at 31-March-17		20,000,000	2,000.00

Issued Equity Capital	Numbers	₹ in Lakhs
Equity Shares of ₹10 each issued, Subscribed and fully paid up		
As at 01-April-15	20,000,000	2,000.00
Increase/(Decrease) during the year	-	-
As at 31-March-16	20,000,000	2,000.00
Increase/(Decrease) during the year	-	-
As at 31-March-17	20,000,000	2,000.00

Terms/ rights attached to Equity Shares

The company has only one class of equity shares having par value of ₹ 10 per share

Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

In the event of liquidation, the shareholders will be entitled in proportion to the number of equity shares held by them to receive remaining assets of the Company, after distribution of all preferential amounts.

Shares held by Holding Company

Out of Equity Shares issued by the company, shares held by its Holding company are as below:

	As at 31-March-17		As at 31-March-16		As at 01-April-15	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
Equity Shares						
Anantnath Constructions and Farms Pvt. Ltd.	14,788,099	1,478.81	14,788,099	1,478.81	14,788,099	1,478.81
	14,788,099	1,478.81	14,788,099	1,478.81	14,788,099	1,478.81

Details of shareholders holding more than 5% shares in the company

	As at 31-March-17		As at 31-March-16		As at 01-April-15	
	Numbers	% of Holding	Numbers	% of Holding	Numbers	% of Holding
a) Anantnath Constructions and Farms Pvt. Ltd.	14,788,099	73.94%	14,788,099	73.94%	14,788,099	73.94%
b) Gurpreet Kaur Shigh	1,314,118	6.57%	1,314,118	6.57%	1,174,118	5.87%

11 Share Premium

₹ in Lakhs

As at 01-April-15	0.02
Increase/(Decrease) during the year	-
As at 31-March-16	0.02
Increase/(Decrease) during the year	-
As at 31- March-17	0.02

Amount subscribed for share capital in excess of nominal value.

12 Retained Earnings

₹ in Lakhs

As at 01-April-15	5,563.27
Increase during the year	6,074.86
As at 31-March-16	11,638.13
Increase during the year	4,141.89
As at 31- March-17	15,780.03

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13 Other Reserves

(i) Capital Reserve	₹ in Lakhs
As at 01-April-15	11.44
Increase/(Decrease) during the year	-
As at 31-March-16	11.44
Increase/(Decrease) during the year	-
As at 31- March-17	11.44
<hr/>	
(ii) Capital Subsidy Reserve	₹ in Lakhs
As at 01-April-15	16.67
Increase/(Decrease) during the year	-
As at 31-March-16	16.67
Increase/(Decrease) during the year	-
As at 31- March-17	16.67
Total Other Reserves (i+ii)	28.11
<hr/>	
(i) Amounts transferred from share capital on redemption of issued shares.	

	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
14 Trade Payables			
Due to Micro and Small Enterprises	25.37	29.43	43.49
Due to Others	-	-	-
Trade Payables to Subsidiaries	90.16	246.02	199.44
Trade Payables to Other related parties	471.98	3,469.64	1,507.37
Total	587.51	3,745.09	1,750.30
Total Current Trade Payables	363.72	3,247.45	1,525.54
Total Non - Current Trade Payables	223.79	497.64	224.76
	587.51	3,745.09	1,750.30

Terms and conditions of the above financial liabilities:

- i) Trade payables are non-interest bearing and are normally settled as per agreed terms.
- ii) For terms and conditions with related parties, refer to Note 29

15 Borrowings

i) Term Loans			
Secured			
From Financial Institutions	6,177.39	9,444.34	13,679.23
ii) Unsecured			
Related Parties	1,710.79	1,984.54	1,195.87
Total Borrowings	7,888.18	11,428.88	14,875.10
Aggregate Secured Loans	6,177.39	9,444.34	13,679.23
Aggregate Unsecured Loans	1,710.79	1,984.54	1,195.87
	7,888.18	11,428.88	11,428.88

	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
Disclosure of details of security, terms of repayments and rate of interest of borrowings : *			
A Term Loans :			
From Financial Institutions			
1 Secured by :	-	-	5,767.97
(i) Charge on project land situated at Thane.			
(ii) Charge over project receivables			
(iii) Personal Guarantee of Other			
Terms of Repayment :			
Repayable in monthly instalment from October 2015, onwards.			
Effective Rate of Interest :			
As at 01-April-15 : 12.75%			
2 Secured by :	6,177.39	9,444.34	8,000.00
(i) Charge on project land situated at Thane.			
(ii) Charge over project receivables			
(iii) Personal Guarantee of Other			
Terms of Repayment :			
Repayable in monthly instalment from November, 2017, onwards.			
Effective Rate of Interest :			
Rate of Interest range from 12.00% p.a. to 12.50% p.a.			
B From Related Parties	1,710.79	1,984.54	1,195.87
Repayable on demand			
Effective Rate of Interest :			
Rate of Interest range from : 7.40% to 16.25%			
* Above note represents outstanding borrowings before netting off loan issue cost.			
16 Other Financial Liabilities			
Interest accrued but not due	169.89	325.63	28.84
Other Payables			
Cancelled Flats	135.54	105.25	72.27
Other Liabilities	13.22	12.92	0.65
Total	318.65	443.80	101.76
17 Other Current Liabilities			
Advances received from Customers	1,395.45	4,746.67	5,473.96
Other Payables			
Duties and Taxes	478.90	77.31	207.29
Total	1,874.35	4,823.98	5,681.25
18 Current Tax Liabilities (net)			
Income Tax (Net of Payments of 31-March-17 : ₹ 8,360.88 Lakhs and 31-March-16 ₹ 4,511.43 Lakhs 01-April-15 : ₹ 1,290.72 Lakhs)	1,157.59	1,990.13	2,150.86
Total	1,157.59	1,990.13	2,150.86

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	For the Year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
19 Revenue From Operations		
Income from Property Development	11,120.76	18,370.89
Other Operating Revenue	12.76	41.50
Total	11,133.52	18,412.39
20 Other Income		
Sundry Balances / Excess Provisions written back (Net)	409.27	17.98
Miscellaneous Income	0.04	0.30
Interest Income on:		
Loans / Advances/ Deposits	1,835.71	1,919.80
Customers' Overdues	75.59	195.62
Others	0.25	0.04
Total	2,320.86	2,133.74
21 Cost of Projects		
Opening Stock		
Land and Property Development - Work-in-Progress	4,144.41	5,349.18
Finished Units	185.87	-
Add: Expenditure during the year :		
Land, Construction and Development Cost	2,175.07	4,516.07
Building Materials Consumed (net)	473.70	1,911.27
Other Construction Expenses	68.98	287.65
Overheads Allocated	288.97	469.54
	7,337.00	12,533.71
Less: Others	(5.66)	(11.96)
	7,331.34	12,521.75
Less: Closing Stock		
Land and Property Development - Work-in-Progress	-	(4,144.41)
Finished Units	(3,233.42)	(185.87)
	3,233.42	(4,330.28)
Total	4,097.92	8,191.47
22 Employee Benefits Expense		
(Net of Recovery)		
Salaries and Wages*	613.29	874.55
Staff Welfare	1.13	10.96
	614.42	885.51
Less: Allocated to Cost of Projects	(288.97)	(413.86)
Total	325.45	471.65

* Salaries and Wages of ₹ 613.29 lakhs (31-March-16 ₹874.55 lakhs) reimbursable to fellow subsidiary company.

	For the Year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
23 Finance Costs (Net)		
Interest Expense on Borrowings and others	1,065.91	1,840.94
Other Borrowing Costs	7.62	80.17
Total	1,073.53	1,921.11
24 Other Expenses		
Rates and Taxes	17.37	26.24
Postage / Telephone / Internet	0.13	0.76
Printing and Stationery	0.03	1.41
Legal and Professional	13.71	11.09
Payment to Auditors as:		
Audit Fees	13.50	23.85
Taxation Matters	1.50	-
Other Services	2.00	7.33
Advertising expenses	39.04	97.99
Brokerage	90.28	189.66
Donation	364.00	200.00
Corporate Social Responsibility Expenses	136.00	81.00
Office Expenses	41.75	36.08
Infrastructure and Facility	55.32	118.78
Miscellaneous Expenses	7.17	86.22
	781.80	880.41
Less: Allocated to Cost of Projects	-	(55.68)
Total	781.80	824.73

25 Tax Expense:

a. The major components of Income Tax expense for the years ended 31-March-17 and 31-March-16 are:

	For the year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
Current Income Tax:		
Current Income Tax charge	(3,007.24)	(3,434.54)
Adjustments in respect of current Income Tax of previous year	(9.68)	380.35
Total	(3,016.92)	(3,054.19)
Deferred Tax:		
Origination and Reversal of Temporary Differences	1.81	(5.39)
Adjustment for earlier year(s)	(10.56)	-
Total	(8.75)	(5.39)
Income tax expense reported in the Statement of Profit or Loss	(3,025.67)	(3,059.58)

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b. Reconciliation of Tax Expense and the accounting profit for the year is as under:

	For the year ended 31-March-17 ₹ in Lakhs	For the Year ended 31-March-16 ₹ in Lakhs
Accounting Profit before Income Tax	7,167.56	9,134.44
Income Tax Expense calculated at corporate tax rate	(2,480.55)	(3,161.25)
Tax effect of adjustment to reconcile expected income tax expense to be reported		
Income tax expense:		
Deductible expenses for tax purposes:		
Other Deductible Expenses	67.42	73.88
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	(167.20)	(105.44)
Interest on tax	(425.10)	(247.12)
Adjustments in respect of current Income Tax of previous year(s)	(20.24)	380.35
Total	(3,025.67)	(3,059.58)

c. The major components of Deferred Tax (Liabilities)/Assets arising on account of timing differences are as follows:

	Balance sheet		
	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
Deferred tax relates to the following:			
Accelerated depreciation for tax purposes	14.82	12.05	21.23
Expenses allowable but not charged to Statement of Profit and Loss	18.84	30.37	26.58
Deferred Tax Assets	33.66	42.42	47.81

	Profit and loss For the year ended	
	31-March-17 ₹ in Lakhs	31-March-16 ₹ in Lakhs
Accelerated depreciation for tax purposes	2.76	(9.18)
Expenses allowable but not charged to Statement of Profit and Loss	(11.52)	3.79
Deferred Tax Income	(8.76)	(5.39)

d. Reconciliation of Deferred Tax Assets (Net) :

	Balance sheet	
	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs
Opening Balance as at 1 April	42.42	47.81
Tax income during the year recognised in Statement of Profit and Loss	(8.76)	(5.39)
Closing Balance as at 31 March	33.66	42.42

26 Category wise classification of Financial Instruments

	As at 31-March-17 ₹ in Lakhs	As at 31-March-16 ₹ in Lakhs	As at 01-April-15 ₹ in Lakhs
Financial Assets carried at Amortised Cost			
Loans (Note 4)	22,392.64	25,795.66	22,209.93
Trade Receivables (Note 5)	1,073.43	1,542.50	2,780.42
Cash and Cash Equivalents (Note 6)	237.15	1,041.20	362.47
Bank Balances other than Cash and Cash Equivalents (Note 7)	0.10	3.00	-
Other Financial Assets (Note 8)	1,951.83	2,790.12	1,130.36
Total Financial Assets carried at Amortised Cost	25,655.15	31,172.48	26,483.18
Financial Liabilities carried at amortised cost			
Borrowings (Note 15)	7,888.18	11,428.88	14,875.10
Trade Payables (Note 14)	587.51	3,745.09	1,750.30
Other Financial Liabilities (Note 16)	318.65	443.80	101.76
Total Financial Liabilities carried at amortised cost	8,794.34	15,617.77	16,727.16

27 Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future period affected.

Judgements, Estimates And Assumptions

The Company makes certain judgement, estimates and assumptions regarding the future. Actual experience may differ from these judgements, estimates and assumptions. The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

(i) Useful Life Of Property, Plant And Equipments

The Company determines the estimated useful life of its Property, Plant and Equipments for calculating depreciation. The estimate is determined after considering the expected usage of the assets or physical wear and tear. The company periodically review the estimated useful life and the depreciation method to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets.

(ii) Impairment of Non-Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. An assessment is carried to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

(iii) Income Taxes

Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(iv) Revenue Recognition

Determination of revenue under the percentage of completion method necessarily involves making estimates by the Company, some of which are technical in nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion. Provision for foreseeable losses, determination of profit from real estate projects and valuation of construction work in progress is based on such estimates.

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28 Commitments and Contingencies

Contingent liabilities

Claims against the company not acknowledged as debts	31-March-17 ₹ in lakhs	31-March-16 ₹ in lakhs	01-April-15 ₹ in lakhs
Disputed Taxation Matters	787.59	513.49	1,337.06
Others	-	779.31	653.22
	787.59	1,292.80	1,990.28

29 Related party transactions

The following table provides the information about the Company's structure including the details of the subsidiaries and the holding company along with the total amount of transactions that have been entered into with related parties for the relevant financial year.

List of other related parties:

(As identified by the management), unless otherwise stated

As at 31-March-17

I Person having Control or joint control or significant influence

- Mangal Prabhat Lodha (MPL) Person in control
- Close members of MPL family
 - Manjula Lodha Wife
 - Abhishek Lodha Son
 - Vinti Lodha Son's wife

II Entities controlled by person having control or joint control

- Lodha Charitable Trust
- Lodha Healthy Constructions and Developers Pvt. Ltd.

III A person who is a member of the KMP or of the parent

- Smita Ghag
- Maninder Chhabra

IV Members of the same group

a. Ultimate Holding Company

- Sambhavnath Infrabuild and Farms Pvt. Ltd.

b. Holding Company

- Lodha Developers Pvt. Ltd. (Holding Company of ACFPL)
- Anantnath Constructions and Farms Pvt. Ltd. (ACFPL)

c. Fellow Subsidiaries

- Adinath Builders Pvt. Ltd.
- Ajitnath Hi-Tech Builders Pvt. Ltd.
- Aanant Developers Pvt. Ltd.
- Arihant Premises Pvt. Ltd.
- Bellissimo Crown Buildmart Pvt. Ltd. (Formerly known As Lodha Crown Buildmart Pvt. Ltd.)
- Bellissimo Hi-Rise Builders Pvt. Ltd. (Formerly Known As Lodha Hi-Rise Builders Pvt. Ltd.)
- Bellissimo Facilities Management Ltd. (Formerly Known As Lodha Facilities Management Ltd.)
- Cowtown Infotech Services Pvt. Ltd. (Formerly Known As Cowtown Land Development Pvt. Ltd.)
- Dalhousie Leasing And Financial Services Pvt. Ltd.
- Hi-Class Buildcon Pvt. Ltd.

- 11 Hotel Rahat Palace Pvt. Ltd.
- 12 Lodha Developers Thane Pvt. Ltd. (Formerly Known as Ishwer Realty And Technologies Pvt. Ltd.)
- 13 Jawala Real Estate Pvt. Ltd.
- 14 Jineshwar Real Estate Pvt. Ltd.
- 15 Kundan Realtors Pvt. Ltd.
- 16 Kidderpore Holdings Limited (upto 26-March-17)
- 17 Lodha Aviation Pvt. Ltd.
- 18 Lodha Buildcon Pvt. Ltd.
- 19 Lodha Developers International (Jersey) III Ltd.
- 20 Lodha Developers International Ltd.
- 21 Lodha Developers UK Ltd.
- 22 Lodha Elevation Buildcon Pvt. Ltd.
- 23 Lodha Estate Pvt. Ltd.
- 24 Lodha Impression Real Estate Pvt. Ltd.
- 25 Microtec Constructions Pvt. Ltd.
- 26 Marutinandan Developers Pvt. Ltd.
- 27 Nabhiraja Software Design Pvt. Ltd.
- 28 Odeon Theatres And Properties Pvt. Ltd.
- 29 Odeon Theatres Pvt. Ltd.
- 30 Palava City Management Pvt. Ltd.
- 31 Palava Dwellers Pvt. Ltd.
- 32 Roselabs Finance Ltd.
- 33 Samvara Buildtech Pvt. Ltd.
- 34 Sanathnagar Enterprises Ltd.
- 35 Sarvavasa Buildtech And Farms Pvt. Ltd.
- 36 Shree Sainath Enterprises Construction And Developers Pvt. Ltd.
- 37 Shreeniwas Cotton Mills Ltd.
- 38 Shri Kaiilas Properties and Agrofarm Pvt Ltd.
- 39 Siddhnath Residential Paradise Pvt. Ltd.
- 40 Simtools Pvt. Ltd.
- 41 Sitaldas Estate Pvt. Ltd.
- 42 Suryakrupa Constructions Pvt. Ltd.

d. Partnership Firms and LLP

- 1 Vivek Enterprises
- 2 Mahavir Associates
- 3 Lodha Fincorp Distribution Services LLP

V Associates

- 1 Kora Construction Pvt. Ltd.
- 2 Lodha Developers International (Netherlands) B. V.
- 3 Lodha Developers International (Jersey) I Holdings Ltd.
- 4 Lodha Developers 48 CS Ltd (subsidiary of 3 above)
- 5 Lodha Developers 1 GSQ Ltd (subsidiary of 2 above)
- 6 Lodha Developers International Holding Ltd.

NATIONAL STANDARD (INDIA) LIMITED

- 7 Lodha Developers Dorset Close Ltd. (subsidiary of 5 above)
- 8 Tropical Adventures Ltd.
- 9 Shreeniwas Abode and House Ltd. (upto 20-March-17)

As at 31-March-16

I Person having Control or joint control or significant influence

- | | |
|--------------------------------|-------------------|
| a. Mangal Prabhat Lodha (MPL) | Person in control |
| b. Close members of MPL family | |
| Manjula Lodha | Wife |
| Abhishek Lodha | Son |
| Vinti Lodha | Son's wife |
| Abhinandan Lodha | Son |
| Sheetal Lodha | Son's wife |

II Entities controlled by person having control or joint control

- 1 Lodha Charitable Trust
- 2 Sitaben Shah Memorial Trust
- 3 Lodha Healthy Constructions and Developers Pvt. Ltd.

III A person who is a member of the KMP or of the parent

- 1 Smita Ghag
- 2 Maninder Chhabra

IV Members of the same group

a. Ultimate Holding Company

- 1 Sambhavnath Infrabuild and Farms Pvt. Ltd.

b. Holding Company

- 1 Lodha Developers Pvt. Ltd. (Holding Company of ACFPL)
- 2 Anantnath Constructions and Farms Pvt. Ltd. (ACFPL)

c. Fellow Subsidiaries

- 1 Adinath Builders Pvt. Ltd.
- 2 Ajitnath Hi-Tech Builders Pvt. Ltd.
- 3 Aanant Developers Pvt. Ltd.
- 4 Arihant Premises Pvt. Ltd.
- 5 Bellissimo Hi-Rise Builders Pvt. Ltd. (Formerly Known As Lodha Hi-Rise Builders Pvt. Ltd)
- 6 Cowtown Land Development Pvt. Ltd.
- 7 Dalhousie Leasing And Financial Services Pvt. Ltd.
- 8 Hi-Class Buildcon Pvt. Ltd.
- 9 Hotel Rahat Palace Pvt. Ltd.
- 10 Ishwer Realty And Technologies Pvt. Ltd.
- 11 Jawala Real Estate Pvt. Ltd.
- 12 Kidderpore Holdings Ltd.
- 13 Krona Realities Pvt. Ltd. (Merged With Sarvavasa Buildtech And Farms Pvt. Ltd. w.e.f. 08-April-16)
- 14 Kundan Realtors Pvt. Ltd.
- 15 Lodha Aviation Pvt. Ltd.
- 16 Lodha Buildcon Pvt. Ltd.
- 17 Lodha Building And Construction Pvt. Ltd.(Merged Lodha Developers Pvt. Ltd w.e.f. 20-June-16)

- 18 Lodha Crown Buildmart Pvt. Ltd.
- 19 Lodha Designer Construction Pvt. Ltd. (Merged With Shree Sainath Enterprises Construction And Developers Pvt. Ltd. w.e.f 25-May-16)
- 20 Lodha Developers International (Jersey) III Ltd.
- 21 Lodha Developers International Ltd.
- 22 Lodha Developers UK Ltd.
- 23 Lodha Elevation Buildcon Pvt. Ltd.
- 24 Lodha Estate Pvt. Ltd.
- 25 Lodha Home Developers Pvt. Ltd. (Merged With Shree Sainath Enterprises Construction and Developers Pvt. Ltd. w.e.f 25-May-16)
- 26 Lodha Ideal Buildcon Pvt. Ltd. (Merged With Suryakrupa Construction Pvt. Ltd. w.e.f. 08-June-16)
- 27 Lodha Impression Real Estate Pvt. Ltd.
- 28 Lodha Land Developers Pvt. Ltd.(Merged With Lodha Developers Pvt. Ltd w.e.f. 20-June-16)
- 29 Mahavir Premises Pvt. Ltd.(Merged With Lodha Developers Pvt. Ltd w.e.f. 20-June-16)
- 30 Microtec Constructions Pvt. Ltd.
- 31 Nabhiraja Software Design Pvt. Ltd.
- 32 Odeon Theatres And Properties Pvt. Ltd.
- 33 Odeon Theatres Pvt. Ltd.
- 34 Palava City Management Pvt. Ltd.
- 35 Palava Dwellers Pvt. Ltd.
- 36 Roselabs Finance Ltd.
- 37 Samvara Buildtech Pvt. Ltd.
- 38 Sanathnagar Enterprises Ltd.
- 39 Sarvavasa Buildtech and Farms Pvt. Ltd.
- 40 Shree Sainath Enterprises Construction And Developers Pvt. Ltd.
- 41 Shreeniwas Cotton Mills Ltd.
- 42 Siddhnath Residential Paradise Pvt. Ltd.
- 43 Sitaldas Estate Pvt. Ltd.
- 44 Simtools Pvt. Ltd.
- 45 Shri Kaiilas Properties and Agrofarms Pvt Ltd.
- 46 Suryakrupa Constructions Pvt. Ltd.

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V Associates

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- 2 Lodha Developers International (Netherlands) B. V.
- 3 Lodha Developers International (Jersey) I Holdings Limited
- 4 Lodha Developers 48 CS Ltd (subsidiary of 3 above)
- 5 Lodha Developers 1 GSQ Ltd (subsidiary of 2 above)
- 6 Lodha Developers International Holding Limited
- 7 Lodha Developers Dorset Close Limited (subsidiary of 5 above)
- 8 Tropical Adventures Limited

NATIONAL STANDARD (INDIA) LIMITED

As on 01-April-15

I Person having Control or joint control or significant influence

- | | |
|--------------------------------|-------------------|
| a. Mangal Prabhat Lodha (MPL) | Person in control |
| b. Close members of MPL family | |
| Manjula Lodha | Wife |
| Abhishek Lodha | Son |
| Vinti Lodha | Son's wife |
| Abhinandan Lodha | Son |
| Sheetal Lodha | Son's wife |

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a. Ultimate Holding Company

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b. Holding Company

- 1 Lodha Developers Pvt. Ltd. (Holding Company of ACFPL)
- 2 Anantnath Constructions and Farms Pvt. Ltd. (ACFPL)

c. Fellow Subsidiaries

- 1 Adinath Builders Pvt. Ltd.
- 2 Ajitnath Hi – Tech Builders Pvt. Ltd.
- 3 Aanant Developers Pvt. Ltd.
- 4 Arihant Premises Pvt. Ltd.
- 5 Bellissimo Hi-Rise Builders Pvt. Ltd. (Formerly known as Lodha Hi–Rise Builders Pvt. Ltd.)
- 6 Cowtown Land Development Pvt. Ltd.
- 7 Dalhousie Leasing And Financial Services Pvt. Ltd.
- 8 Hi-Class Buildcon Pvt. Ltd.
- 9 Hotel Rahat Palace Pvt. Ltd.
- 10 Ishwer Realty And Technologies Pvt. Ltd.
- 11 Jawala Real Estate Pvt. Ltd.
- 12 Kidderpore Holdings Ltd.
- 13 Krona Realities Pvt. Ltd.
- 14 Kundan Realtors Pvt. Ltd.
- 15 Lodha Aviation Pvt. Ltd.
- 16 Lodha Buildcon Pvt. Ltd.
- 17 Lodha Building And Construction Pvt. Ltd.
- 18 Lodha Crown Buildmart Pvt. Ltd.
- 19 Lodha Designer Construction Pvt. Ltd.
- 20 Lodha Developers International (Jersey) III Limited

- 21 Lodha Developers International Ltd.(Formerly Known As Lodha Developers International (Mauritius) Ltd.)
- 22 Lodha Developers UK Ltd.
- 23 Lodha Elevation Buildcon Pvt. Ltd.
- 24 Lodha Estate Pvt. Ltd.
- 25 Lodha Home Developers Pvt. Ltd.
- 26 Lodha Ideal Buildcon Pvt. Ltd.
- 27 Lodha Impression Real Estate Pvt. Ltd.
- 28 Lodha Land Developers Pvt. Ltd.
- 29 Lodha Pinnacle Buildtech And Farms Pvt. Ltd. (Merged With Palava Dwellers Pvt. Ltd. w.e.f. 4-May-15)
- 30 Mahavir Premises Pvt. Ltd.
- 31 Microtec Constructions Pvt. Ltd.
- 32 Nabhiraja Software Design Pvt. Ltd.
- 33 Odeon Theatres And Properties Pvt. Ltd.
- 34 Palava City Management Pvt. Ltd. (Formerly Known As Palava Utilities Pvt. Ltd.)
- 35 Palava Dwellers Pvt. Ltd.
- 36 Proficient Buildwell Pvt. Ltd. (Merged With Jawala Real Estate Pvt. Ltd. w.e.f 21st May, 2015)
- 37 Roselabs Finance Ltd.
- 38 Sahajanand Hi-Tech Constructions Pvt. Ltd. (Merged With Palava Dwellers Pvt. Ltd. w.e.f. 4-May-15)
- 39 Sai Ishwer Finvest Pvt. Ltd.
- 40 Samvara Buildtech Pvt. Ltd.
- 41 Sanathnagar Enterprises Ltd.
- 42 Sarvavasa Buildtech And Farms Pvt. Ltd.
- 43 Shree Sainath Enterprises Construction And Developers Pvt. Ltd.
- 44 Shreeniwas Cotton Mills Ltd.
- 45 Shreeniwas Abode And House Ltd. (Formerly Known As Shreeniwas Abode And House Pvt. Ltd.)
- 46 Siddhnath Residential Paradise Pvt. Ltd.
- 47 Simtools Pvt. Ltd.
- 48 Sitaldas Estate Pvt. Ltd.
- 49 Shri Nakoda Bhirav Realtors Pvt. Ltd. (Merged With Palava Dwellers Pvt. Ltd. w.e.f. 4-May-15)
- 50 Shri Kaiilas Properties and Agrofarms Pvt Ltd
- 51 Suryakrupa Constructions Pvt. Ltd. (Formerly Known As Suryakrupa Farms And Constructions Pvt. Ltd.)

d. Partnership Firms and LLP

- 1 Vivek Enterprises
- 2 Mahavir Associates
- 3 Lodha Fincorp Distribution Services LLP

V Associates

- 1 Kora Construction Pvt. Ltd.
- 2 Lodha Developers International (Netherlands) B.V.
- 3 Lodha Developers International (Jersey) I Holdings Ltd
- 4 Lodha Developers 48 CS Ltd (subsidiary of 3 above)
- 5 Lodha Developers 1 GSQ Ltd (subsidiary of 2 above)
- 6 Lodha Developers International Holdings Ltd.
- 7 Lodha Developers Dorset Close Ltd. (subsidiary of 8 below)
- 8 Tropical Adventures Ltd.

NATIONAL STANDARD (INDIA) LIMITED

B. Transactions during the year ended and Balances Outstanding with related parties are as follows:

(i) Outstanding Balances:

(₹ in Lakhs)

Sr. No.	Nature of Transactions	As on	Holding Company/ Fellow Subsidiaries	Partnership Firms / Limited Liability Partnership Under Control	Others
1	Loans and Advances taken	31-March-17	1,710.79	-	-
		31-March-16	1,984.54	-	-
		01-April-15	1,195.87	-	-
2	Trade Payables	31-March-17	90.16	-	-
		31-March-16	246.02	-	-
		01-April-15	199.44	-	-
3	Other Liabilities	31-March-17	13.20	-	-
		31-March-16	12.92	-	-
		01-April-15	0.46	0.19	-
4	Interest Accrued but not due on borrowings	31-March-17	169.89	-	-
		31-March-16	325.60	-	-
		01-April-15	28.84	-	-
5	Loan and Advances Given	31-March-17	22,347.77	-	-
		31-March-16	25,562.10	-	-
		01-April-15	22,194.93	-	-
6	Advances Given	31-March-17	-	-	-
		31-March-16	233.56	-	-
		01-April-15	15.00	-	-
7	Interest Receivables	31-March-17	1,829.23	-	-
		31-March-16	1,727.82	-	-
		01-April-15	1,130.36	-	-
8	Corporate Guarantee/ Security Taken	31-March-17	15,000.00	-	-
		31-March-16	15,000.00	-	-
		01-April-15	27,500.00	-	-

(ii) Disclosure in respect of material transactions with parties:

Sr No	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-17	31-March-16
1	Purchase of Building Materials	Arihant Premises Pvt. Ltd.	Fellow Subsidiary	-	0.04
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	11.61	34.79
		Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	0.02	2.08
		Lodha Developers Pvt. Ltd.	Holding Company	2.18	2.80
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	17.07	0.81
		Bellissimo Hi-Rise Builders Pvt. Ltd.	Fellow Subsidiary	-	0.03
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	0.13	0.42
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	0.59	7.19
		Microtec Construction Pvt. Ltd.	Fellow Subsidiary	-	0.28
		Simtools Pvt. Ltd.	Fellow Subsidiary	0.11	0.02

Sr No	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-17	31-March-16
2	Sale of Building Materials	Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	0.21	0.90
		Lodha Developers Thane Pvt. Ltd.	Fellow Subsidiary	0.71	0.88
		Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	0.07
		Saravsa Buildtech and Farms Pvt Ltd	Fellow Subsidiary	0.36	-
		Lodha Healthy Constructions and Developers Pvt. Ltd.	Others	1.35	-
		Lodha Developers Pvt. Ltd.	Holding Company	4.04	0.14
		Lodha Impression Real Estate Pvt. Ltd.	Fellow Subsidiary	0.55	-
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	-	0.07
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	0.03	-
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	6.20	1.33
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	0.90	0.74
		Simtools Pvt. Ltd.	Fellow Subsidiary	-	1.33
3	Interest Income	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	51.94	122.78
		Vivek Enterprises	Partnership Firm	32.33	-
		Hi Class Buildcon Pvt Ltd	Fellow Subsidiary	6.47	-
		Ajitnath Hi-Tech Builders Pvt Ltd	Fellow Subsidiary	916.76	-
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	805.93	1,795.50
		Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	-	109.15
4	Interest Expenses	Bellissimo Hi-Rise Builders Pvt. Ltd.	Fellow Subsidiary	22.27	1.52
		Saravsa Buildtech and Farms Pvt Ltd	Fellow Subsidiary	10.20	-
		Lodha Developers Pvt. Ltd.	Holding Company	169.89	325.60
5	Infrastructure Facility	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	14.50	7.45
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	-	0.15
6	Office Expenses	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	67.30	130.82
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	59.57	37.77
7	Reimbursements Given	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	470.90
		Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	5.32
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	18.36	56.29
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	-	71.53
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	3.12	61.66
		Lodha Developers Pvt. Ltd.	Holding Company	-	329.41
8	Amount paid on behalf of	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	0.20	-
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	-	0.17
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	869.92	0.11
		Simtools Pvt. Ltd.	Fellow Subsidiary	-	0.02
		Lodha Developers Thane Pvt. Ltd.	Fellow Subsidiary	0.52	0.02
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	0.02	-
		Lodha Facilities Management Ltd	Fellow Subsidiary	0.01	-
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	-	3.30
		Lodha Estate Pvt. Ltd.	Fellow Subsidiary	-	0.02
		Suryakrupa Constructions Pvt. Ltd.	Holding Company	-	0.02

NATIONAL STANDARD (INDIA) LIMITED

Sr No	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-17	31-March-16
9	Amount paid on behalf by	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	58.14	-
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	1.35	28.19
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	0.11
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	0.04	0.24
		Lodha Estate Pvt. Ltd.	Fellow Subsidiary	-	0.03
10	Donation Given	Lodha Charitable Trust	Others	500.00	200.00
11	Corporate Social Responsibility Expenses	Lodha Charitable Trust	Others	-	81.00
12	Loans and Advances given	Lodha Developers Pvt. Ltd.	Holding Company	-	128.75
		Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	110.99	264.76
		Ajitnath Hi-Tech Builders Pvt Ltd	Fellow Subsidiary	32,374.56	-
		Vivek Enterprises	Partnership Firm	871.85	-
		Hi Class Buildcon Pvt Ltd	Fellow Subsidiary	250.00	-
		Bellissimo Hi-Rise Builders Pvt. Ltd.	Fellow Subsidiary	-	499.98
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	6,859.37	9,657.35
13	Advance Given	Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	-	2,217.75
14	Loans and Advances Taken	Saravasa Buildtech and Farms Pvt Ltd	Fellow Subsidiary	495.36	-
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	6,739.97	-
		Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	106.80	-
		Lodha Developers Pvt. Ltd.	Holding Company	11,632.66	10,023.74
15	Salaries and Wages	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	633.83	-
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	11.73	-
		Lodha Developers Pvt. Ltd.	Holding Company	51.63	-

i) Terms and conditions of outstanding balances with related parties

a) Receivables from Related parties

The receivables from related parties arise mainly from sale transactions and services rendered and are received as per agreed terms. No provisions are held against receivables from related parties.

b) Payable to Related Parties

The payables to related parties arise mainly from purchase transactions and services received and are paid as per agreed terms.

c) Loans to Related Parties

The loans to related parties are unsecured and receivable on demand bearing effective interest rate.

ii) Terms and conditions of transaction with related parties

The management is of the opinion that the transactions with related parties are done at arm's length.

30 Segment information

For management purposes, the Company is into one reportable segment ie Real Estate development.

The Managing Director is the Chief Operating Decision Maker of the company who monitors the operating results of its company for the purpose of making decisions about resource allocation and performance assessment. Company's performance as single segment is evaluated and measured consistently with profit or loss in the financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis.

31 Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

32 Financial risk management objectives and policies

The Company's principal financial liabilities comprise mainly of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans and advances, trade and other receivables, cash and cash equivalents and Bank Balances other than Cash and Cash Equivalents and Other Balances with Bank.

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk, and
- Liquidity risk.

The Company has evolved a risk mitigation framework to identify, assess and mitigate financial risk in order to minimize potential adverse effects on the company's financial performance. There have been no substantive changes in the company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated herein.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

(i) Interest rate risk

The Company is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Currently the company has external borrowings (excluding short-term overdraft facilities) which are floating rate borrowings. The Company achieves the optimum interest rate profile by refinancing when the interest rates go down. However this does not protect Company entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

The Company has entered into contracts for the sale of residential and commercial units on an installment basis. The installments are specified in the contracts. The Company is exposed to credit risk in respect of installments due. However, the legal ownership of residential and commercial units are transferred to the buyer only after all the installments are recovered. In addition, installment dues are monitored on an ongoing basis with the result that the Company's exposure to credit risk is not significant. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Credit risk from balances with banks and financial institutions is managed by Company's treasury in accordance with the company's policy. The company limits its exposure to credit risk by only placing balances with local banks and international banks of good repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	On demand ₹ in lakhs	Less than 3 months ₹ in lakhs	3 to 12 months ₹ in lakhs	1 to 5 years ₹ in lakhs	> 5 years ₹ in lakhs	Total ₹ in lakhs
As at 31-March-17						
Borrowings *	1,710.79	-	6,177.39	-	-	7,888.18
Trade Payables	363.72	-	-	223.79	-	587.51
Other Financial Liabilities **	318.65	-	-	-	-	318.65
	2,393.16	-	6,177.39	223.79	-	8,794.34
As at 31-March-16						
Borrowings *	1,984.54	-	-	9,444.34	-	11,428.88
Trade Payables	3,247.45	-	-	497.64	-	3,745.09
Other Financial Liabilities **	443.80	-	-	-	-	443.80
	5,675.79	-	-	9,941.98	-	15,617.77
As at 01-April-15						
Borrowings *	1,195.87	-	5,767.97	8,000.00	-	14,963.84
Trade Payables	1,525.54	-	-	224.76	-	1,750.30
Other Financial Liabilities **	101.76	-	-	-	-	101.76
	2,823.17	-	5,767.97	8,224.76	-	16,815.90

* Borrowings are stated before netting off loan issue cost.

** Cancelled flats liabilities included in Other financial liabilities are stated at nominal value.

33 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to the owners of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less Cash and Cash equivalents and bank balances other than Cash and Cash Equivalents.

	31-March-17 ₹ in lakhs	31-March-16 ₹ in lakhs	01-April-15 ₹ in lakhs
Borrowings (Note 15)	7,888.18	11,428.88	14,875.10
Less: Cash and Cash Equivalents (Note 6)	(237.15)	(1,041.20)	(362.47)
Less: Bank Balances other than Cash and Cash Equivalents (Note 7)	(0.10)	(3.00)	-
Net Debt	7,650.93	10,384.68	14,512.63
Equity Share Capital (Note 10)	2,000.00	2,000.00	2,000.00
Other Equity			
Other Reserves and Share Premium (Note 11 and 12)	15,780.05	11,638.15	5,563.29
Total Capital	17,780.05	13,638.15	7,563.29
Capital and Net Debt	25,430.98	24,022.83	22,075.92
Gearing ratio	30.1%	43.2%	65.7%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31-March-17 and 31-March-16.

34 Details of CSR Expenditure

The gross amount required to be spent for CSR activity by the company during the year was ₹ 136 lakhs (31-March-16 ₹80.09 Lakhs). Amount spent during the year was ₹ 136.00 lakhs (31-March-16 ₹ 81.00 lakhs).

35 Basic and Diluted Earnings Per Equity Share:

S. No.	Particulars		For the Year ended 31-March-17	For the Year ended 31-March-16
	Basic and Diluted Earnings Per Equity Share			
(a)	Net Profit for the year	(₹ in Lakhs)	4,141.89	6,074.86
(b)	No. of Equity Shares as at beginning of the year		20,000,000	20,000,000
	Add: Shares Allotted		-	-
	No. of Equity Shares as on end of the year		20,000,000	20,000,000
	Weighted average no. of Equity Shares outstanding during the year		20,000,000	20,000,000
(c)	Face Value of Equity Shares	(₹)	10	10
(d)	Basic and Diluted Earnings Per Equity Share	(₹)	20.71	30.37

NATIONAL STANDARD (INDIA) LIMITED

36 The details of Specified Bank Notes (SBN) held and transacted during the period from 8-November-16 to 30-December-16 as provided in the Table below:-

(₹ in Lakhs)

	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08-November-16	-	-	-
(+) Permitted receipts	-	8.00	8.00
(-) Permitted payments	-	(2.00)	(2.00)
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30-December-16	-	6.00	6.00

37 Details of dues to Micro, Small and Medium Enterprises :

The information has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding is given below :

(₹ in Lakhs)

Particulars	As at 31-March-17	As at 31-March-16	As at 01-April-15
Amount unpaid as at year end - Principal	25.37	29.43	43.49
Amount unpaid as at year end - Interest	-	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 (the 'Act') along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Act.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act.	-	-	-

38 Standard issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards)(Amendments) Rules, 2017, notifying amendment to Ind AS 7, 'Statement of cash flows'. This amendment is in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendment is applicable to the Company from April 1, 2017.

Amendments to Ind AS 7

The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

39 First-time adoption of Ind AS

For all periods upto and including the year ended 31-March-16, The Company had prepared its financials statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Indian GAAP for the following:

- a) Balance Sheet as at 01-April-15 (Transition date)
- b) Balance Sheet as at 31-March-16
- c) Statement of Profit and Loss for the year ended 31-March-16

Footnotes to the reconciliation of equity as at 01-April-15 and 31-March-16 and Profit or Loss for the year ended 31-March-16**1 Other Financial Liability**

In the financial statements prepared under Indian GAAP, the carrying value of non-interest bearing financial liabilities having maturity date beyond twelve months from the year end were recognised at the nominal amounts payable by the Company. Under Ind AS, such financial liabilities are required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

The above transition has resulted in increase in equity by ₹ 26.8 lakhs as at the date of transition to Ind AS and by ₹ 16.72 lakhs as at 31-March-16

2 Prepaid Expenses

Under Ind AS, incremental costs of securing a contract with a customer is recognised as an asset provided the Company expects to recover those costs and can be separately identified and measured reliably. Such deferred cost is subsequently amortised and charged to profit or loss on a percentage of completion basis.

The above transition has resulted in increase in equity by ₹ 80.87 lakhs as at the date of transition to Ind AS and by ₹ 25.51 lakhs as at 31-March-16

3 Deferred tax

The above transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or as a separate component of equity.

This has resulted in decrease in equity by ₹ 10.88 lakhs as at the date of transition to Ind AS and by ₹ 17.25 lakhs as at 31-March-16

4 Other Comprehensive Income

Under Indian GAAP, there was no concept of Other comprehensive income. Under IND AS, specified item of Income, expenses, gains or losses are required to be presented in Other Comprehensive income.

5 Statement of Cash Flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

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Effect of Ind AS adoption on the Balance Sheet as at 1st April 2015

	Indian GAAP	Effect of transition to Ind AS	Ind AS
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	20.98	-	20.98
Deferred Tax Assets (Net)	58.69	(10.88)	47.81
Total Non-Current Assets	79.67	(10.88)	68.79
Current Assets			
Inventories	5,496.36	-	5,496.36
Financial Assets			
Loans	22,209.93	-	22,209.93
Trade Receivables	2,780.42	-	2,780.42
Cash and Cash Equivalents	362.47	-	362.47
Other Financial Assets	1,130.36	-	1,130.36
Other Current Assets	183.21	(80.87)	102.34
Total Current Assets	32,162.75	(80.87)	32,081.88
Total Assets	32,242.42	(91.75)	32,150.67
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	2,000.00	-	2,000.00
Other Equity			
Share Premium	0.02	-	0.02
Retained Earnings	5,542.72	20.55	5,563.27
Other Reserves	28.11	-	28.11
Equity attributable to owners of the Company	7,570.85	20.55	7,591.40
Non-Current Liabilities			
Financial Liabilities			
Trade Payables			
Due to Micro and Small Enterprises	-	-	-
Due to Others	224.76	-	224.76
Total Non-Current Liabilities	224.76	-	224.76
Current Liabilities			
Financial Liabilities			
Borrowings	14,963.84	(88.74)	14,875.10
Trade Payables			
Due to Micro and Small Enterprises	43.49	-	43.49
Due to Others	1,482.05	-	1,482.05
Other Financial Liabilities	128.56	(26.80)	101.76
Other Current Liabilities	5,678.01	3.24	5,681.25
Current Tax Liabilities (net)	2,150.86	-	2,150.86
Total Current Liabilities	24,446.81	(112.30)	24,334.51
Total Liabilities	24,671.57	(112.30)	24,559.27
Total Equity and Liabilities	32,242.42	(91.75)	32,150.67

The Indian GAAP figures have been reclassified to conform to IND AS presentation requirements for the purpose of this note.

Effect of Ind AS adoption on the Balance Sheet as at 31st March 2016

	Indian GAAP	Effect of transition to Ind AS	Ind AS
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	18.74	-	18.74
Deferred Tax Assets (Net)	59.67	(17.25)	42.42
Total Non-Current Assets	78.41	(17.25)	61.16
Current Assets			
Inventories	4,599.74	-	4,599.74
Financial Assets			
Loans	25,795.66	-	25,795.66
Trade Receivables	1,542.50	-	1,542.50
Cash and Cash Equivalents	1,041.20	-	1,041.20
Bank Balances other than Cash and Cash Equivalents	3.00		3.00
Other Financial Assets	2,790.12	-	2,790.12
Other Current Assets	239.25	25.51	264.76
Total Current Assets	36,011.47	25.51	36,036.98
Total Assets	36,089.88	8.26	36,098.14
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	2,000.00	-	2,000.00
Other Equity			
Share Premium	0.02	-	0.02
Retained Earnings	11,605.53	32.60	11,638.13
Other Reserves	28.11	-	28.11
Equity attributable to owners of the Company	13,633.66	32.60	13,666.26
Non-Current Liabilities			
Financial Liabilities			
Trade Payables			
Due to Micro and Small Enterprises	-	-	-
Due to Others	497.64	-	497.64
Total Non-Current Liabilities	497.64	-	497.64
Current Liabilities			
Financial Liabilities			
Borrowings	11,436.50	(7.62)	11,428.88
Trade Payables			
Due to Micro and Small Enterprises	29.43	-	29.43
Due to Others	3,218.02	-	3,218.02
Other Financial Liabilities	460.52	(16.72)	443.80
Other Current Liabilities	4,823.98	-	4,823.98
Current Tax Liabilities (net)	1,990.13	-	1,990.13
Total Current Liabilities	21,958.58	(24.34)	21,934.24
Total Liabilities	22,456.22	(24.34)	22,431.88
Total Equity and Liabilities	36,089.88	8.26	36,098.14

The Indian GAAP figures have been reclassified to conform to IND AS presentation requirements for the purpose of this note.

NATIONAL STANDARD (INDIA) LIMITED

Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended 31st March 2016

	Indian GAAP	Effect of transition to Ind AS	Ind AS
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
I INCOME			
Revenue From Operations	18,412.39	-	18,412.39
Other Income	2,140.59	(6.85)	2,133.74
Total Income	20,552.98	(6.85)	20,546.13
II EXPENSES			
Cost of Projects	8,191.47	-	8,191.47
Employee Benefits Expense	471.65	-	471.65
Finance Costs (Net)	1,921.11	-	1,921.11
Depreciation and Amortisation Expense	2.73		2.73
Other Expenses	849.99	(25.26)	824.73
Total Expenses	11,436.95	(25.26)	11,411.69
III Profit before Tax (I-II)	9,116.03	18.41	9,134.44
IV Tax Expense:			
Current Tax	(3,054.19)	-	(3,054.19)
Deferred Tax	0.98	(6.37)	(5.39)
Total Tax Expense	(3,053.21)	(6.37)	(3,059.58)
V Profit after Tax (III-IV)	6,062.82	12.04	6,074.86
VI Other Comprehensive Income (OCI)			
A. Items that will not be reclassified to Statement of Profit or Loss	-	-	-
B. Items that will be reclassified to Statement of Profit or Loss	-	-	-
Other Comprehensive Income for the year (Net of Tax) (A+B)	-	-	-
VII Total Comprehensive Income for the year (VI+VII)	6,062.82	12.04	6,074.86

The Indian GAAP figures have been reclassified to conform to IND AS presentation requirements for the purpose of this note.

A. Reconciliation of Total Comprehensive Income for the year ended 31-March-2016

₹ in Lakhs

Nature of Adjustments (excluding Reclassification adjustments)	Footnotes	For the Year ended 31-March-16
Net Profit as per Indian GAAP		6,062.82
Other Financial liabilities carried at amortised cost	1	(6.85)
Prepaid Expenses	2	25.26
Deferred taxes	3	(6.37)
Total effect of transition to Ind AS		12.04
Total Comprehensive Income as per Ind AS		6,074.86

B. Reconciliation of Equity as at 31-March-16 and 01-April-15

₹ in Lakhs

Nature of Adjustments (excluding Reclassification adjustments)	Footnotes	As at 31-March-16	As at 01-April-15
Equity as Per Indian GAAP		13,633.66	7,570.85
Other financial liabilities carried at amortised cost	1	16.72	23.56
Prepaid Expenses	2	33.13	7.87
Deferred taxes	3	(17.25)	(10.88)
Total effect of transition to Ind AS		32.60	20.55
Equity as Per Ind AS		13,666.26	7,591.40

As per our attached Report of even date
For MZSK & Associates
Chartered Accountants
Firm Registration No. 105047W

Abuali Darukhanawala
(Partner)
Membership No. 108053

Place : Mumbai
Date: 25-May-17

For and on behalf of the Board

Smita Ghag
(Director)
DIN:02447362

Rameshchandra Chechani
(Chief Financial Officer)

Maninder Chhabra
(Director)
DIN:02630680

Varun Shah
(Company Secretary)

NATIONAL STANDARD (INDIA) LIMITED

Regd Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001

CIN: L27109MH1962PLC265959 E-Mail: Investors.nsil@lodhagroup.com Website: www.nsil.net.in

Phone No.: +9122-23024400 Fax No.: +9122-23024550

FORM NO. MGT-11

PROXY FORM

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

CIN : L27109MH1962PLC265959
Name of the Company : National Standard (India) Limited
Registered Office : 412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle,
Fort, Mumbai-400001
Name of the Member(s) :
Registered address :

E-mail Id :
Folio No. /Client Id & DP. Id :

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name: Address : _____
E-mail Id : _____
Signature : _____
or failing him
2. Name: Address : _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company, to be held on Tuesday, 29th August, 2017 at 3.30 P.M. at Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution(s)	For	Against
1.	Consider and adopt Audited Financial Statements, reports of the Board of Directors and Statutory Auditors'		
2.	Re-appointment of Mr. Ananthanarayanan Ariyanayakipuram Lakshminarayanan (DIN 00495490) as the Director, retiring by rotation		
3.	Ratification of appointment of Statutory Auditors		
4.	Ratification of the remuneration of the Cost Auditor for the financial year ending 31st March, 2017		

Signed this day of 2017

Signature of Member(s) :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Fifty Fourth Annual General Meeting.
3. This is optional. Please put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
4. Kindly affix Re. 1 revenue stamp on the proxy form before depositing at the Registered Office.

NATIONAL STANDARD (INDIA) LIMITED

Regd Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001

CIN: L27109MH1962PLC265959 E-Mail: Investors.nsil@lodhagroup.com Website: www.nsil.net.in

Phone No.: +9122-23024400 Fax No.: +9122-23024550

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE REGISTRATION COUNTER

1. Name of the member / proxy :

2. Folio No. / Client Id & DP Id :

3. Number of shares held :

I certify that I am the member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the Fifty Fourth Annual General Meeting held on Tuesday, 29th August, 2017 at 3.30 P.M. at Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011.

Name of the member / proxy

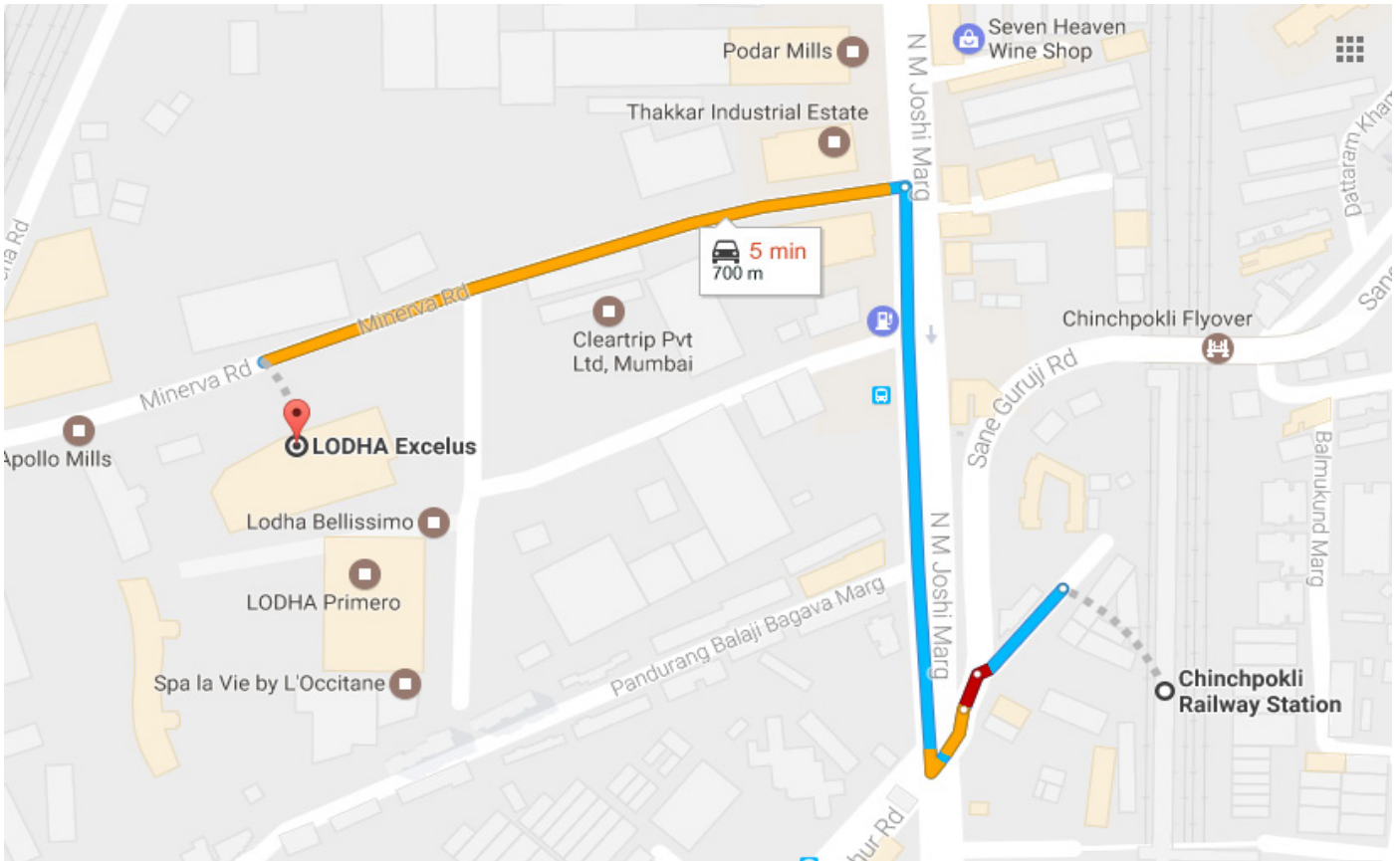
Signature of the member / proxy

Note : Kindly complete the Folio / DP ID - Client ID No. and name, sign this Attendance slip(s) at the entrance of the Meeting hall.

COURIER / REGISTERED POST

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Address : Lodha Excelus, 6th floor, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011
Landmark : Apollo Mills Compound



If undelivered, please return to :

The Secretarial Department

NATIONAL STANDARD (INDIA) LIMITED

Regd. Office : 412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001