

NATIONAL STANDARD (INDIA) LIMITED

55th Annual Report 2017 - 2018

In view of green initiatives initiated by the Govt. of India, Ministry of Corporate Affairs, we request you to register your email ID with the Registrar and Share Transfer Agent, if you are holding shares in Physical mode and with your Depository Participant, if you are holding shares in dematerialised form. We also request all shareholders, who hold equity shares in physical mode, to open demat accounts and convert their physical holdings into demat on or before December 5, 2018.

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER: L27109MH1962PLC265959

BOARD OF DIRECTORS:

Ms. Smita Ghag	Chairperson
Mr. Bhushan Shah	Independent Director
Mr. Prakash Vaghela	Independent Director (w.e.f 9 th February, 2018)
Mr. Narinder Pal Singh	Non-Executive Director
Mr. A. A. Lakshminarayanan	Non-Executive Director
Mr. Maninder Singh Chhabra	Non-Executive Director
Mr. Umashankar Hegde	Independent Director (upto 9 th November, 2017)

KEY MANAGERIAL PERSONNEL:

Mr. Chirag Sarvaiya	Chief Executive Officer (w.e.f 9 th February, 2018)
Mr. Ramesh Chechani	Chief Financial Officer
Mr. Varun Shah	Company Secretary and Compliance Officer
Mr. Samujwal Ghosh	Chief Executive Officer (upto December 1, 2017)

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

AUDITORS MSKA & Associates
Chartered Accountants
Floor 2, Enterprise Centre, Nehru Road,
Near Domestic Airport, Vile Parle (E),
Mumbai - 400 099.
Tel. : 022-3358 9700

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NOTICE

Notice is hereby given that the 55th Annual General Meeting of the Members of National Standard (India) Limited will be held on Monday, September 24, 2018, at 3.00 p.m. at 8th Floor, 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 March 31, 2018 together with the Reports of the Board of Directors' and Auditors' thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. To appoint a Director in place of Mr. Narinder Pal Shinh (DIN 00023160), who retires by rotation and is eligible, offers himself for re-appointment, and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narinder Pal Shinh (DIN: 00023160), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2018**

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 ₹ 50,000 (Rupees Fifty Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, Mr. Dushyant C. Dave, Cost Accountant (Registration No. 000611), appointed by the Board of Directors of the Company on August 10, 2017, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2018, be and is hereby ratified.”

4. **Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2019**

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 ₹ 50,000 (Rupees Fifty Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, Mr. Dushyant C. Dave, Cost Accountant (Registration No. 000611), appointed by the Board of Directors of the Company on May 22, 2018, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2019, be and is hereby ratified.”

5. **Appointment of Mr. Prakash Vaghela (DIN 07768595) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Prakash Vaghela (DIN: 07768595), who was appointed as an Additional Director w.e.f February 9, 2018 be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto February 8, 2023, not liable to retire by rotation.”

NOTES:

- 1) **A member entitled to attend and vote at the 55th 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.
- 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 (R&T agent), 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 Tuesday, September 18, 2018 to Monday, September 24, 2018 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations.
- 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 R&T 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 R&T Agent 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 R&T Agent.
- 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 R&T 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 Monday, September 17, 2018 (cut-off date), shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 20) In terms of Section 152 of the Act, Mr. Narinder Pal Shinh, 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 has recommended his re-appointment.
- 21) The additional information in respect of re-appointment of Mr. Narinder Pal Shinh 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.
- 22) Mr. Narinder Pal Shinh 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. Narinder Pal Shinh 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.
- 23) 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., Monday, September 17, 2018 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 Monday, September 17, 2018.
 - 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. Monday, September 17, 2018 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 Thursday, September 20, 2018 (9:00 am) and ends on Sunday, September 23, 2018 (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. Monday, September 17, 2018, 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 (PCS No. 18123), as the scrutinizor (the '**Scrutinizer**') for scrutinizor 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 scrutinizor'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 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. The information and instructions including details of User ID and Password relating to such e-voting are provided in the E-voting Instructions Letter (annexed separately) which forms part of the notice.

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

Varun Shah
Company Secretary
Membership No: A28901

Date: 22nd May, 2018
Place: Mumbai

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 55th Annual General Meeting of the Company

Item 3 : Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2018

The Board of Directors at its Meeting held on August 10, 2017 appointed Mr. Dushyant .C. Dave, Cost Accountant (Registration No: 000611), 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 March 31, 2018, at a remuneration amounting to ₹ 50,000 (Rupees Fifty 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 by an Ordinary Resolution as set out in Item 3 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 3 of the Notice for your approval.

Item 4 : Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2019

The Board of Directors at its Meeting held on May 22, 2018 appointed Mr. Dushyant .C. Dave, Cost Accountant (Registration No: 000611), 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 March 31, 2019, at a remuneration amounting to ₹ 50,000 (Rupees Fifty 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.

Item 5: Appointment of Mr. Prakash Vaghela (DIN 07768595) as an Independent Director

The Board of Directors of the Company on February 9, 2018, had appointed Mr. Prakash Vaghela (DIN: 07768595) as an Additional Director of the Company, categorised as Independent Director, in terms of Section 161 of the Companies Act, 2013 ("Act").

Mr. Prakash Vaghela is a member of The Institute of Chartered Accountants of India and has diverse experience in preparing financial statements and tax returns in various industries.

Mr Prakash Vaghela is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Prakash Vaghela that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Prakash Vaghela as an Independent Director for a term of 5 years

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Prakash Vaghela, the Board of Directors of the Company has formed an opinion that Mr. Prakash Vaghela meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets the requirements of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is independent of the management and possesses appropriate skills, experience and knowledge and accordingly the board has proposed his appointment as an Independent Director of the Company.

The additional information in respect of appointment of Mr. Prakash Vaghela as an Independent Director 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, is provided in Annexure to the Explanatory Statement.

NATIONAL STANDARD (INDIA) LIMITED

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Prakash Vaghela, is available for inspection, without any fee, by the members at the Company's registered office and corporate office 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 the AGM.

Except Mr. Prakash Vaghela and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

The Board recommends the resolution set forth in Item No. 5 of the notice for approval of the members.

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

Date: 22nd May, 2018
Place: Mumbai

Varun Shah
Company Secretary
Membership No: A28901

Annexure

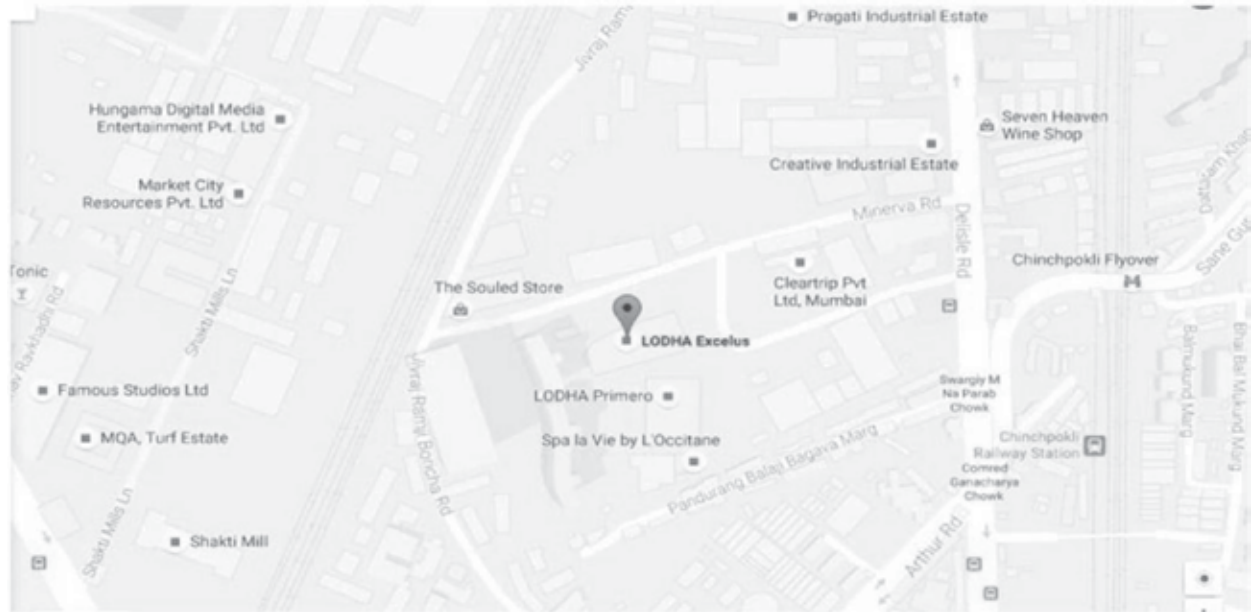
The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain disclosures with respect to re-appointment of Mr. Narinder Pal Shinh (DIN: 00023160) and Mr. Prakash Vaghela (DIN: 07768595) as the Directors of the Company who are proposed to be appointed at this Annual General Meeting, which is mentioned below:

Name of the Director / Manager	Narinder Pal Shinh (DIN00023160)	Prakash Vaghela (DIN: 07768595)
Date of Birth/Age	4 th January, 1946/72 years	19 th September, 1973/45 years
Qualification	Law degree and MBA from Faculty of Management Studies, Delhi.	Chartered Accountant , ICWA, LLB (G), B.Com
Experience	Sh N P S Shinh is a qualified professional, having a law degree an MBA from FMS Delhi, with over 50 years management experience including 25 years at Managing Director level.	Mr. Prakash Vaghela has diverse experience in preparing financial statements, tax returns in various industries. He also has significant experience in Statutory Auditing and Assurance practice, including corporate law compliance requirements.
Terms & Conditions of appointment	He is a non executive non-independent Director and his terms are as per the provisions of Companies Act, 2013	He is an Independent Director and his terms are as per the provisions of Companies Act, 2013
Remuneration last drawn & Sought to be paid	Nil	Nil
Date of Appointment on the Board	11 th October, 2002	9 th February, 2018
Directorships held in other companies as on March 31, 2018	<ol style="list-style-type: none"> 1. Bakelite Hylam Limited 2. Heritage Texture Services Private Limited 3. Bakelite Coatings and Paint Private Limited 4. Mountain Dew Properties Limited 5. National Standard Tyre Moulds (India) Limited 6. Bakelite Properties Private Limited 7. Mystic Woods Holdings & Trading Private Limited 8. Shilpa Medicare Limited 9. BLK Trading Private Limited 10. Adamas Trading Private Limited 11. Shriram Automative Products Limited 	<ol style="list-style-type: none"> 1. Roselabs Finance Limited 2. Shrivallabh Pittie Industries Limited 3. Citron Infraprojects Limited
Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee) as on March 31, 2018*	<p>Member of Audit Committee in Shriram Automative Products Limited</p> <p>Member of Stakeholders and Investor Grievance Committee in Bakelite Hylam Limited</p>	<ol style="list-style-type: none"> 1. Chairman of Audit Committee of Roselabs Finance Limited 2. Member of Stakeholder Committee of Roselabs Finance Limited
Shareholding in the Company (Equity)	2250180 Equity Shares	NIL
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None
Number of Board meetings attended during the year 2017-18	4	2

* Excluding the Committees of the Company

MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING

Address: 8th Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011



BOARD'S REPORT

Dear Members,

The Directors are pleased to present the 55th Annual Report of the Company alongwith the audited financial statements for the financial year ended March 31, 2018.

Financial Results

The Company's performance during the financial year ended March 31, 2018 as compared to the previous financial year, is summarized below:

Particulars	(₹ in lakhs)	
	Financial Year Ended March 31, 2018	Financial Year Ended March 31, 2017
Revenue from operations	3,548.61	11,133.52
Other income	1,226.34	2,320.86
Total Income	4,774.95	13,454.38
Less : Total Expenses	3,056.02	6,286.82
Profit before tax	1,718.93	7,167.56
Less: Tax Expenses	(606.63)	(3,025.67)
Net Profit for the year	1,112.30	4,141.89

The State of Company's Affairs

During the financial year 2017-18, total income decreased by 64.51% to ₹ 4,774.95 lakhs from ₹ 13,454.38 lakhs for the financial Year 2016-17.

Total expenses decreased by 51.39% to ₹ 3,056.02 lakhs for the financial year 2017-18 from ₹ 6,286.82 lakhs for the financial year 2016-17.

The net profit after tax for the financial year 2017-18 has decreased by 73.15% to ₹ 1,112.30 lakhs as compared to the net profit of ₹ 4,141.89 lakhs during the financial year 2016-17.

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.

Business Overview and Operations

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.

Corporate Milestones

- Trading in the Company's shares, which was suspended since year 2003 has been revoked by BSE Limited with effect from May 12, 2017 and The Calcutta Stock Exchange Limited w.e.f March 29, 2018.

- Delisting of Equity Shares**

During the Financial Year 2017-18, the Company has received a letter dated December 18, 2017 from Anantnath Constructions and Farms Private Limited, Promoter of the Company, expressing its intention to acquire the Equity Shares held by the public shareholders of the Company by providing an exit opportunity in accordance with the Delisting Regulations in order to voluntarily delist the Company's Equity Shares from BSE Limited and The Calcutta Stock Exchange Limited.

Accordingly, the Board of Directors at its Meeting held on February 14, 2018 and the Shareholders on March 17, 2018 had approved the Delisting Proposal by way of Postal Ballot.

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**.

Changes in Share Capital

During the financial year 2017-18, there has been no change in the equity share capital of the Company.

Directors and Key Managerial Personnel

Mr. Umashankar Hegde resigned as Independent Director of your Company w.e.f. November 9, 2017. Mr. Prakash Vaghela was appointed as Independent Director w.e.f. February 9, 2018

In terms of Section 149 of the Act, Mr. Prakash Vaghela and Mr. Bhushan Shah are the Independent Directors of your Company. The Company has received declarations from both 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. Narinder Pal Shinh, would retire at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. Samujjwal Ghosh resigned as Chief Executive Officer of your Company effective December 1, 2017. Mr. Chirag Sarvaiya was appointed as Chief Executive Officer of your Company effective February 9, 2018.

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

- Mr. Chirag Sarvaiya, Chief Executive Officer
- Mr. Rameshchandra Chechani, Chief Financial Officer
- Mr. Varun Shah, Company Secretary

Board and Committees of the Board

Six Board meetings were held during the year and the gap between two meetings did not exceed 120 days. These were held on May 25, 2017, August 10, 2017, November 9, 2017, December 21, 2017, February 9, 2018 and February 14, 2018. 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.

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 attendance, participation and 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**.

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 AGM to be held in the year 2021, subject to ratification at every AGM.

Pursuant to Section 40 of the Companies Amendment Act, 2017, which came into effect from May 7, 2018, the first proviso in Section 139 of the Companies Act, 2013 related to ratification of appointment of auditors has been done away with.

Auditor's Report

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

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 financial year 2017-18. The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulation and Guidelines and related statistic.

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

Cost Auditor and Cost Audit Report

Pursuant to Section 148 of the Act, your Company carries out an audit of cost accounts relating to real estate development activities every year. Mr. Dushyant C. Dave, Cost Accountant, has been appointed as Cost Auditor to audit cost records of the Company for financial year 2017-18. The Cost Audit Report and the Compliance Report of your Company for financial year 2016-17, was filed on October 12, 2017.

Internal Audit

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed Mr. Bhavin Thakkar, Chartered Accountant as an Internal Auditor of the Company in place of Mr. Parag Parekh. The audit carried out by him is on quarterly basis. Further, the report issued by an Internal Auditor is reviewed at the Meetings of the Audit Committee and appropriate actions are taken as per the recommendation of the Audit Committee by the Board.

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 the extent of any loans made, guarantee given or security provided by the Company in terms of exemption provided u/s 186(11) (a). During the financial year ended March 31, 2018, the Company has not made any investments.

The disclosures with respect to 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.

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 no 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 2017-18, that are required to be reported in Form AOC-2.

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

Corporate Social Responsibility

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

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, the required details are given in **Annexure - V**.

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.

Holding, Subsidiary, Associate and Joint Venture Company

The Company continues to be a subsidiary of Anantnath Constructions and Farms Private Limited, which in turn is the subsidiary of Lodha Developers Limited. Sambhavnath Infrabuild and Farms Private Limited is the Ultimate holding Company. During the financial year ended March 31, 2018, the Company did not have any subsidiaries, joint venture and associate companies.

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.

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.

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.

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>

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 www.nsil.net.in

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 March 31, 2018 is annexed to and forms part of the Corporate Governance Report, appended to this Annual Report.

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.

Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is presented in a separate section forming part of this Annual Report

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	<p>(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.</p> <p>(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.</p> <p>(iii) Providing dust control systems for the concrete batching plant across its projects.</p> <p>(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.</p> <p>(v) Minimise use of paper in its offices across all sites.</p> <p>(vi) Regulated water and power supply to labour camps across all sites.</p> <p>(vii) Plantation of large number of trees and providing extensive green cover creating water bodies to enhance the ecology and environment.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>
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 thereof	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 March 31, 2018.

General

Your Directors state that for the financial year ended March 31, 2018 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, 2018 and the date of this report
- d. The Company has not accepted any deposits during financial year 2017-18.
- 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 2017-18, there is no change in the nature of the business of the Company.
- h. There has been no Issue of equity shares with differential rights as to dividend, voting or otherwise during the financial year 2017-18
- i. The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme during the financial year 2017-18.

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 March 31, 2018, 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 March 31, 2018 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

Date : 22nd May, 2018
Place : Mumbai

Maninder Chhabra
Director
DIN: 02630680

Smita Ghag
Director
DIN: 02447362

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

as on the financial year ended on March 31, 2018
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	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN	Holding/ Subsidiary/	% of shares held Associate	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)

Note: The Company does not have any subsidiary or associate companies.

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 1 st April, 2017				No. of Shares held at the end of the year March 31, 2018				%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	-	-	-	-	-	-	-	-	-

NATIONAL STANDARD (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year 1 st April, 2017				No. of Shares held at the end of the year March 31, 2018				%Change during The year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(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)	-	-	-	-	-	-	-	-	-
(0) Foreign Financial Institutional	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	90	90	0	-	90	90	0	-
2. Non-Institutions									
(a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	-	998996	998996	5.00	990600	8840	999440	5.00	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2115	65682	67797	0.34	10940	52342	63282	0.32	(0.02)
(ii) Individual shareholders holding nominal sharecapital in excess of ₹ 1 lakh	658480	3486274	4144754	20.72	3735232	193551	3928783	19.64	(1.08)
(c) Others (specify)									
1. NRI	-	232	232	0	220042	232	220274	1.10	1.10
2. Foreign National	-	32	32	0	-	32	32	0	-
3. Clearing Member	-	-	-	-	-	-	-	-	-
4. OCB	-	-	-	-	-	-	-	-	-
5. Trust	-	-	-	-	-	-	-	-	-
6. Foreign Fortfolio Investor	-	-	-	-	-	-	-	-	-
7. Foreign Body Corporate	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	660595	4551216	5211811	26.06	4956814	254997	5211811	26.06	-
Total PublicShareholding (B)=(B)(1)+(B)(2)	660595	4551306	5211901	660595	4956814	255087	5211901	26.06	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	15448694	4551306	20000000	100	19744913	255087	20000000	100	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2017)			Shareholding at the end of the year (March 31, 2018)			% 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	01-04-2017	14788099	73.94	14788099	73.94
	Date wise Increase /Decrease in PromotersShare 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	31-03-2018	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	01-04-2017	1314118	6.57	1314118	6.57
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			1314118	6.57
2	Niharika Realtors Private Limited					
	a) At the beginning of the year	01-04-2017	990486	4.95	990486	4.95
	b) Changes during the year					
	i) Date and Reason	26-01-2018	500	0.00	989986	4.95
		Sale				
		23-02-2018	15	0.00	990001	4.95
		Buy				
	c) At the end of the year	31-03-2018			990001	4.95
3	A L Ananthanarayanan					
	a) At the beginning of the year	01-04-2017	879828	4.40	879828	4.40
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			879828	4.40
4	N P S Shinh					
	a) At the beginning of the year	01-04-2017	687495	3.44	687495	3.44
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			687495	3.44
5	Ramnika Singh					
	a) At the beginning of the year	01-04-2017	507611	2.54	507611	2.54
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			507611	2.54
6	Narinder Pal Singh					
	a) At the beginning of the year	01-04-2017	248567	1.24	248567	1.24
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			248567	1.24
7	Manita Shinh					

NATIONAL STANDARD (INDIA) LIMITED

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
	a) At the beginning of the year	01-04-2017	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			122500	0.61
8	Amrita Shinh					
	a) At the beginning of the year	01-04-2017	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			122500	0.61
9	Vishalakshi Mangala Ananthanarayanan					
	a) At the beginning of the year	01-04-2017	120000	0.60	120000	0.60
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			120000	0.60
10	Arundhati Maya Subramoney-U/G Mangala Ananthanarayanan					
	a) At the beginning of the year	01-04-2017	50000	0.25	50000	0.25
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2018			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	01-04-2017	2250180*	11.25%	2250180*	11.25%
	b) Changes during the year	NIL	NIL			
	c) At the end of the year	31-03-2018			2250180*	11.25%
2	A.L. Ananthanarayanan	Director				
	a) At the beginning of the year	01-04-2017	887896*	4.44%	887896*	4.44%
	b) Changes during the year	NIL	NIL			
	c) At the end of the year	31-03-2018			887896*	4.44%

* Includes Shares held jointly.

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	6177.39	1710.79	-	7888.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	169.89	-	169.89
Total (i+ii+iii)	6177.39	1880.68	-	8058.07
Change in Indebtedness during the financial year				
• Addition	-	6,719.36	-	6,719.36
• Reduction	-6,177.39	-8,592.41	-	-14,769.80
Net Change	-6,177.39	-1,873.05	-	-8,050.44
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	7.63	-	7.63

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: (Amount in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Umashankar Hegde	Bhushan Shah	Prakash Vaghela	
1.	Independent Directors				
	◦ Fee for attending board / committee meetings	37,800	62,100	21,600	1,21,500
	◦ Commission	-	-	-	-
	◦ Others, please specify	-	-	-	-
	Total (1)	37,800	62,100	21,600	1,21,500
2.	Other Non-Executive Directors				
	◦ Fee for attending board / committee meetings				
	◦ Commission				
	◦ Others, please specify				
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	37,800	62,100	21,600	1,21,500
	Total Managerial Remuneration	NA	NA	NA	NA
	Overall Ceiling as per the Act	-	-	-	NA

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

(Amount in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	Company Secretary	
1	Gross salary*	95.03*	95.85	12.89	203.77
	(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	95.03*	95.85	12.89	203.77

*Mr. Samujjwal Ghosh was Chief Executive Officer till December 1, 2017 and Mr. Chirag Sarvaiya was appointed as Chief Executive Officer w.e.f February 9, 2018.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

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
0. Company Secretary
- d. 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 March 31, 2018

[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
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 **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 March 31, 2018, 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 March 31, 2018 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;
 - (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 year under Review**
 - (d) The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014; **Not Applicable during the year under Review**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 1999; **Not Applicable during the year under Review**
 - (f) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (i) 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 The Calcutta Stock Exchange Limited, During the year 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, 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. All the resolutions are passed by the Board unanimously and accordingly recorded in 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 during the Audit period, there were no specific event/action having a major bearing on the Companies affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**Shravan A. Gupta & Associates
Practicing Company Secretary**

**Shravan A. Gupta
ACS: 27484, CP: 9990**

Place: Mumbai
Date: 22nd May, 2018

ANNEXURE IV

COMPANY 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	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. 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 www.nsil.net.in
2.	Present Composition of the CSR Committee	Ms. Smita Ghag Chairperson Mr. Umashankar Hegde Member (Upto 9 th November, 2017) Mr. Bhushan Shah Member Mr. Prakash Vaghela Member (w.e.f 9 th February, 2018)
3.	Average Net Profit of the Company for last three financial years	₹ 76.50 crores
4.	Prescribed CSR Expenditure (two percent of the amount as per item 3 above)	₹ 1.53 crores
5.	Details of CSR spent during the financial year; a. Total amount spent for the financial year b. Amount unspent, if any c. Manner in which the amount spent during the financial year is detailed below:	Nil ₹ 1.53 crore NA
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.	In order to conserve the resources for timely completion of the project of the company, during the year under review, the company has not spent any amount on CSR activities. However the company has identified various areas for the initiatives and formed CSR Committee. The company takes a note of its responsibility and continue its endeavour towards contributing to CSR initiatives in subsequent years as per policy adopted by company from time to time.

Our CSR Responsibility

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee Monitors the implementation of the project and activities in compliance with our CSR objectives.

Smita Ghag
Chairperson of CSR Committee
DIN: 02447362

Prakash Vaghela
Member
DIN: 07768595

Date : 22nd May, 2018

Annexure IV

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.
6. 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 V

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

The Company has not appointed Managing Director or Whole-time Director, but has appointed Chief Executive Officer, Chief Financial Officer and Company Secretary.

Sr. No	Requirement	Disclosure
1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Not Applicable. All the Directors of the Company are Non-Executive Directors and received only sitting fees for attending meetings of the Board and its Committees during the Financial Year 2017-18
2.	The percentage increase in remuneration of each Director, CEO, CFO, Company Secretary or Manager if any, in the financial year.	All the Directors are non executive directors. There was 39.65 per cent increase in salary of Chief Financial Officer. Remuneration of Chief Executive Officer and Company Secretary are not comparable for the financial year 2017-18 as they were not employed for full year during financial year 2016-17.
3.	The percentage increase in the median remuneration of employees in the financial year	There are no other employees apart from KMP'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 March 31, 2018 is not applicable
4.	Number of permanent employees on the rolls of the Company	Not Applicable
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Not Applicable as there are no other employees apart from KMP's on the rolls of Company
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	The affirmation that the remuneration 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.

Further, as there are no employees on the rolls of the Company, therefore the provisions of 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 philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), encompassing the fundamentals of rights and roles of various stakeholders of the Company, timely information, equitable treatment, role of stakeholders disclosure and transparency and board responsibility.

A report on the compliances of Corporate Governance requirements under the Listing Regulations and the practices/ procedures followed by your Company for the year ended March 31, 2018 is detailed below:

2. Board of Directors

2.1 Size and composition of the Board

The Board of Directors of the Company has a combination of non-executive and independent directors which is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations. As on March 31, 2018, the Company’s Board of Directors comprises 6 Non- Executive Directors, 2 of which 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 2017-18 and the maximum time gap between any two consecutive meetings did not exceed 120 days. The Board Meetings were held on May 25, 2017, August 10, 2017, November 9, 2017, December 21, 2017, February 9, 2018 and February 14, 2018. The previous Annual General Meeting of the Company was held on August 29, 2017.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in companies as on March 31, 2018:

Sr. No	Name of Director(s) and DIN	Category of directorship	No. of Board meetings held during the year: 6	Attendance in last AGM	As on March 31, 2018			No. of Shares held
					No. of Directorships (including NSIL)	Membership and Chairmanship of the committees of the Board (including NSIL)		
						Chairman	Member	
			Attended					
1.	Smita Ghag (02447362)	Non-Independent, Non-Executive	6	Yes	6	1	2	-
2.	Bhushan Shah (07484485)	Independent, Non-Executive	6	No	3	2	5	-
3.	Umashankar Hegde (06797098)	Independent, Non-Executive	3	Yes	NA	NA	NA	-
4.	A.L.Ananthanarayanan (00495490)	Non-Independent, Non-Executive	5	No	6	-	1	887896*
5.	Narinder Pal Shinh (00023160)	Non-Independent, Non-Executive	5	No	12	-	2	2250180*
6.	Maninder Singh Chhabra (02630680)	Non-Independent, Non-Executive	5	Yes	3	-	-	
7.	Prakash Vaghela (07768595)	Independent, Non-Executive	2	NA	4	1	3	

* Includes Shares held jointly.

Notes:

- a) There are no inter-se relationships between the Board members.
- b) For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations and excludes membership and chairmanship in private, foreign and Section 8 companies

- c) Mr. Umashankar Hegde resigned as Independent Director w.e.f. November 9, 2017 and Mr. Prakash Vaghela was appointed as Independent Director w.e.f. February 9, 2018

2.2 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 *inter alia* the following information 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.

2.3 Familiarization 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. 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>.

2.4 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.

3. Board Committees:

Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their actions. The minutes of the meetings of all Committees are placed before the Board for review.

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

Details of the role and composition of these Committees, including the number of meetings held during the financial year 2017-18 and attendance at meetings, are provided below:-

3.1 Audit Committee

Broad Terms of Reference of the Audit Committee

The 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 as under:-

1. Oversight of the financial reporting process
2. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval
3. Evaluation of internal financial controls and risk management systems
4. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company

5. Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same
6. Approval or any subsequent modification of transactions of the company with related parties
7. Scrutiny of inter-corporate loans and investments
8. Carrying out any other function as delegated by the Board of Directors of the Company from time to time

Composition, meetings and attendance

The Audit Committee met four times during the financial year 2017-18, i.e. on May 25, 2017, August 10, 2017, November 9, 2017, and February 9, 2018. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

The composition of the Audit Committee during the financial year 2017-18 and attendance of Members at the Meetings held is given below:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1.	Umashankar Hegde ¹	Independent Director	Chairman (upto November 9, 2017)	3
2.	Smita Ghag	Non-Executive Director	Member	4
3.	Bhushan Shah	Independent Director	Member	4
4.	Prakash Vaghela ²	Independent Director	Chairman (from February 9, 2018)	NA

¹ Mr. Umashankar Hegde resigned as Independent Director w.e.f. November 9, 2017

² Mr. Prakash Vaghela was inducted to the Committee as Chairman w.e.f. February 9, 2018

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 are permanent invitees to the Audit Committee. The Statutory Auditors, the Internal Auditors, Cost Auditors and Executives of the Company are also invited to the Audit Committee Meetings, whenever required.

3.2 Nomination and Remuneration Committee:

Broad Terms of Reference of the Nomination and Remuneration 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:-

1. 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;
2. To identify persons who are qualified to become Directors and who may be appointed in Senior Management
3. 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;
4. To devise a policy on Board diversity;
5. To formulate criteria for evaluation of Independent Director and the Board;
6. 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;
7. 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;
8. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
9. 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 2017-18 i.e. on May 25, 2017 and February 9, 2018.

The composition of the Nomination and Remuneration Committee during the financial year 2017-18 together with the attendance of the Members is given below:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1.	Umashankar Hegde ¹	Independent Director	Chairman (upto November 9, 2017)	1
2.	Smita Ghag	Non-Executive Director	Member	2
3.	Bhushan Shah	Independent Director	Member	2
4.	Prakash Vaghela ²	Independent Director	Chairman (from February 9, 2018)	NA

¹ Umashankar Hegde resigned as Independent Director w.e.f. November 9, 2017

² Mr. Prakash Vaghela was inducted to the Committee as Chairman w.e.f. February 9, 2018

The Company Secretary acts as the secretary to the Committee.

Extract of the Nomination and Remuneration Policy

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.

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.

valuation:

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 specifies 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.

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 Directors

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.

3.3 Stakeholders Relationship Committee**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 met 4 (four) times during the financial year i.e. on May 25, 2017, August 10, 2017, November 9, 2017 and February 9, 2018 to review and redress investor complaints.

The composition of the Stakeholders Relationship Committee during the financial year 2017-18 together with the attendance of the Members is given below:

Sr. No.	Name of the member	Designation	Category	No. of meetings attended
1.	Umashankar Hegde ¹	Independent Director	Chairman (upto November 9, 2017)	3
2.	Smita Ghag	Non-Executive Director	Chairperson (from December 21, 2017)	4
3.	Bhushan Shah ²	Independent Director	Member	1

¹ Umashankar Hegde resigned as Independent Director w.e.f. November 9, 2017

² Mr. Bhushan Shah was inducted to the Committee w.e.f. December 21, 2017

The Company Secretary acts as the secretary to the Committee.

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

No complaints were received during the financial year 2017-18.

3.4 Corporate Social Responsibility Committee

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a 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.
- 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 once on May 25, 2017 during the financial year 2017-18.

The composition of the Corporate Social Responsibility Committee during the financial year 2017-18 together with the attendance of the Members is as follows:

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

¹ Umashankar Hegde resigned as Independent Director w.e.f. November 9, 2017

² Mr. Prakash Vaghela was inducted to the Committee as Chairman w.e.f. February 9 , 2018

The Company Secretary acts as the secretary to the Committee.

4. General Body Meetings

Details of previous three Annual General Meetings are as follows:

Financial Year	Date	Venue	Time
2016-17	29.08.2017	Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi, Mumbai-400011	3:30 P.M
2015-16	29.09.2016	6th 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

Special Resolutions passed at the last 3 Annual General Meetings

AGM Date	Item No.	Particulars
29.08.2017	-	NA
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

All the aforesaid resolutions were passed with requisite majority.

Resolutions Passed through Postal Ballot:

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated February 14, 2018, for delisting of Equity Shares of the Company from BSE Limited and the Calcutta Stock Exchange Limited pursuant to a letter dated December 18, 2017 received from Ananthnath Constructions and Farms Private Limited the Promoter of the company. The resolution was duly passed and the results of which were announced on March 17, 2018. Mr. Sharatkumar K Shetty (ACS No. 31888 and CP No. 18123), Practicing Company Secretary was appointed as the Scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

5. Disclosures

5.1 Related Party Transactions

There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Board has approved a policy for related party transactions which is available on the website of the Company i.e. www.nsil.net.in

5.2 Disclosure of Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company neither deals in commodities nor has any foreign /hedging transactions and hence the disclosure relating to commodity price risks or foreign exchange risk and hedging activities is not applicable.

5.3 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 releases, Corporate Governance, Annual Reports, listing information, policies etc. are available and can be downloaded.

6. Compliances

6.1 Compliance with regulatory requirements

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three financial years and no penalties, strictures have been imposed against it by these authorities during this period. The trading in the Equity Shares of the Company which was suspended since 2003 was revoked w.e.f. May 12, 2017 from BSE Limited and w.e.f. March 29, 2018 from the Calcutta Stock Exchange Limited.

6.2 Compliance with mandatory requirements and implementation of the discretionary requirements of the SEBI Listing Regulations

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations. Adoption of the discretionary requirements by the Company is reviewed by the Company from time to time.

6.3 Compliance with corporate governance requirements specified in Regulation 17 to 27 and 46(2)(B) to (I) of the Listing Regulations

Sr. No	Particulars	Regulation	Compliance Status Yes/No/N.A	Compliance observed for the following during the financial year 2017-18
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> • Composition • Number of meetings • Review of compliance reports • Code of Conduct • Minimum information to be placed before the Board • Compliance Certificate • Performance evaluation of Independent Directors
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Number of meetings • Powers of the Committee • Role of the Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Role of Committee

Sr. No	Particulars	Regulation	Compliance Status Yes/No/N.A	Compliance observed for the following during the financial year 2017-18
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> Composition Role of Committee
5.	Risk Management Committee	21	N.A	-
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Formulation of Vigil Mechanism for Directors and employees Director access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party transactions and dealing with Related Party Transactions Review of Related Party transactions There were no material Related Party transactions
8.	Subsidiaries of the Company	24	N.A	-
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum directorships and tenure Meetings of Independent Directors Familiarisation of Independent Directors
10.	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance of Code of Conduct by Directors and Senior Management Disclosure of shareholding by non-executive Directors
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions for appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism/ Whistle Blower policy Policy on dealing with Related Party Transactions Details of familiarization programmes imparted to Independent Directors

6.4 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 is not applicable.

7. Policies

7.1 Vigil Mechanism / Whistle Blower Policy

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 and to ensure a clean and transparent environment for conducting business and also to ensure adequate safeguards against victimisation of persons who use such mechanisms.

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](http://www.nsil.net.in)

No person has been denied access to the Audit Committee.

7.2 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.

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.

7.3 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. 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.

7.4 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.

8. Certifications

8.1 CEO/CFO Certification

Mr. Chirag Sarvaiya, Chief Executive Officer and Mr. Rameshchandra Chechani, Chief Financial Officer of the Company have given certification on financial reporting and internal controls to the Board as required under Regulation 17(8) of the Listing Regulations.

8.2 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.

9. Report on Non-mandatory requirements under Regulation 27(1):

- a. **The Board:** As per para A of Part E of Schedule II of the Listing Regulations, a non-executive Chairperson of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of her duties. Accordingly, the Chairperson of the Company being a Non Executive Director does not maintain a separate Chairman's Office and hence this provision is not applicable to us.
- b. **Shareholders' Rights:** We display our quarterly, half yearly and annual results on our website www.nsil.net.in and also publish our results in widely circulated newspapers. The complete Annual Report is sent to every Shareholder of the Company.
- c. **Modified opinion(s) in audit report:** The Statutory Auditors have issued an unqualified opinion on the financial statements of the Company.
- d. **Separate posts of Chairman and Chief Executive Officer:** The position of the Chairman and the Chief Executive Officer are separate.
- e. **Reporting of internal auditor:** The Internal Auditor reports to the Audit Committee.
- f. **BSE Corporate Compliance and Listing Centre ("Listing Centre"):**

The Listing Centre is web based application designed by BSE for corporates. The Shareholding Pattern, Corporate Governance Report, Corporate Announcement, Media Release, Results etc. are filed electronically on the Listing Centre

10. Means of Communication:

- a. The quarterly and annual financial results of the Company were published in English daily Financial Express (all editions) and in Marathi Apala Mahanagar (Mumbai edition). As the results of the Company are published in the newspapers, half-yearly reports are not sent to each shareholder.
- b. 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

NATIONAL STANDARD (INDIA) LIMITED

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.

- c. SEBI Complaints Redress System (SCORES): The investors' complaints are also being processed through the centralized web base complaints redress system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

11. 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.			
55 th Annual General Meeting	Date: September 24, 2018 Time: 3.00 P.M. Venue: Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi (E), Mumbai-400011			
Financial Calendar	April 1, 2017 to March 31, 2018			
Book closure period	September 18, 2018 to September 24, 2018 (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 2017-18.			
Stock Code:	BSE: 504882 CSE: 024063			
Trading	The trading in the Equity Shares of the Company was suspended on BSE limited and CSE Limited. Suspension in trading in Equity Shares of the Company on BSE was revoked w.e.f. May 12, 2017 and from the Calcutta Stock Exchange Limited w.e.f. March 29, 2018			
Market price data and performance in comparison to broad based indices such as BSE Sensex	Comparison to broad based indices is not applicable as the Company was suspended on BSE limited and the Calcutta Stock Exchange Limited and trading in Equity Shares of the Company on BSE was revoked w.e.f. May 12, 2017 and from The Calcutta Stock Exchange Limited w.e.f. March 29, 2018. Post revocation by BSE Limited on May 12, 2017, the shares of the Company were traded in "Physical" category which moved to "Trading" category w.e.f. January 22, 2018. Stock Price and Volume BSE Limited			
	Date	High (₹)	Low (₹)	Volume (₹)
	January 23, 2018	21.90	21.90	10,950
Outstanding GDRs/ADRs/Warrants/ Convertible Instruments	Not Applicable			
Subsidiary	The Company does not have any subsidiaries. Hence the Company was not required to formulate a policy for determining material subsidiaries, neither disclose the same on 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 Agent(For both physical and demat - Common Registry)	CB Management Services (P) Limited P-22, Bondel Road Kolkata 700019 Tel: 40116700 / 22806692/94/2486 <u>Email: rta@cbmsl.com</u>															
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 March 31, 2018, 98.72% of the total equity capital was held in the demat form out of which 73.94% was held in CDSL and 24.78% was held in NSDL. Physical and Demat Shares as on March 31, 2018															
	<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>49,56,099</td> <td>24.78</td> </tr> <tr> <td>No. of Shares held in dematerialised form CDSL</td> <td>1,47,88,814</td> <td>73.94</td> </tr> <tr> <td>Physical Shares</td> <td>2,55,087</td> <td>1.28</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	49,56,099	24.78	No. of Shares held in dematerialised form CDSL	1,47,88,814	73.94	Physical Shares	2,55,087	1.28	Total	2,00,00,000	100.00
	Shares	%														
No. of Shares held in dematerialised form NSDL	49,56,099	24.78														
No. of Shares held in dematerialised form CDSL	1,47,88,814	73.94														
Physical Shares	2,55,087	1.28														
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 <u>Email:investors.nsil@lodhagroup.com</u> Tel: +9122 23024517 Fax: +9122 23024550															

12. Affirmations

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 lays 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 March 31, 2018 and a declaration to that effect signed by Mr. Chirag Sarvaiya, Chief Executive Officer of the Company is as follows:

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, Chirag Sarvaiya, Chief Executive Officer of National Standard (India) Limited, hereby confirm that:

- The Board of Directors of the Company 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 March 31, 2018.

Place: Mumbai
Date: 22nd May, 2018

Sd/-
Chirag Sarvaiya
Chief Executive Officer

NATIONAL STANDARD (INDIA) LIMITED

Annexure 'A'

Distribution of shareholding as on March 31, 2018

Range	No. of Shareholders	%	No. of Shares	%
1- 500	968	97.68	53055	0.27
501- 1000	6	0.61	3895	0.02
1001- 2000	-	-	-	-
2001- 3000	-	-	-	-
3001- 4000	-	-	-	-
4001- 5000	-	-	-	-
5001- 10000	2	0.20	16167	0.08
10001-9999999	15	1.51	19926883	99.63
Total	991	100.00	20000000	100.00

Annexure 'B'

Categories of shareholding as on March 31, 2018

	Category of Shareholders	As on March 31, 2018		As on March 31, 2017	
		No. of Shares	%	No. of Shares	%
A	A) Shareholding of Promoters & Promoters group				
	(i) Indian	14788099	73.94	14788099	73.94
	(ii) Foreign	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	14788099	73.94	14788099	73.94
B	Public Shareholding				
	Banks, Financial Institutions & Insurance Companies	90	0.00	90	0.00
	Bodies Corporate	999440	5.00	998996	5.00
	Indian Public	3992065	19.96	4212551	21.06
	Non-Resident Indians	220274	1.10	232	0.00
	Foreign National	32	0.00	32	0.00
	Total Public Shareholding	5211901	26.06	5211901	26.06
	Total (A+B)	20000000	100.00	20000000	100.00

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, 2018, 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: 22nd May, 2018

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

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6% in 2017-18 and is expected to grow 7.3% in 2018-19. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity by the year 2040, according to a report by Price Waterhouse Coopers.

The Indian Real Estate Market

The Indian real estate sector, which includes the residential, office, retail, industrial and hospitality segments, is a key contributor to GDP growth, and one of the largest employers in India (*Source: Knight Frank, India Real Estate, Residential and Office, January to June 2017*).

Structural Reforms in the Indian Residential Real Estate Market

The Government of India along with the state governments 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.

India jumped up 30 notches into the top 100 rankings on the World Bank's 'ease of doing business' index, thanks to major improvements in indicators such as resolving insolvency, paying taxes, protecting minority investors and getting credit.

The Government launched the "Housing for All by 2022" initiative projects having at least 50% of FSI (floor space index) consumed in units having carpet area of less than 60 square meters will qualify as infrastructure projects.

The Indian real estate sector has been historically unregulated and has faced delayed project deliveries and difficulties in dispute resolution. To safeguard consumers' interests, the Government of India enforced the Real Estate (Regulation and Development) Act, 2016 nationwide on May 1, 2017.

The MMR Residential Real Estate Market

Overview of the MMR

Mumbai is the financial hub of the country, generating approximately 5% of India's total GDP and accounting for a significant portion of India's total FDI inflows (approximately 30% of FDI inflows in India over 2000-2016). (*Source: Department of Industrial Policy and Promotion, Quarterly Fact Sheet, March 2017*)

Mumbai is the largest Indian city in terms of population and is home to approximately 2% of India's population (*Source: Population Census, 2011*). Its population increased from 11.9 million in 2001 to 12.4 million in 2011 - a decadal growth rate of 3.9%. On the other hand, the population of the Mumbai Metropolitan Region ("MMR"), which is comprised of Mumbai, Thane and Navi Mumbai, grew at 17.8%, taking its population from 19.3 million to 22.8 million during the same period (*Source: Knight Frank, Urban Transport – Unlocking the Realty Potential, 2016*).

Key Infrastructure Developments in MMR

Planned and ongoing infrastructure developments are growing in the MMR, along with population and industrial growth. Some examples of completed and ongoing infrastructure development are outlined below:

- completion of the Versova-Andheri-Ghatkopar corridor of the MMR's first metro rail, which covers a distance of 11.4 km and which has enhanced the much-needed east-west connectivity;
- completion of the 6.5 km Santacruz Chembur Link Road to enhance the east-west road connectivity;
- completion of the 16.8 km controlled access Eastern Freeway, an elevated road project in Mumbai connecting P D'Mello Road in South Mumbai to the Eastern Express Highway at Ghatkopar, and completion of the 10.6 km Jogeshwari Vikhroli Link Road, a crucial arterial road providing east-west connectivity to Mumbai;
- ongoing implementation of Mumbai Metro Line II (Dahisar West — DN Nagar), which is expected to augment the north-south and east-west connectivity;
- ongoing implementation of Mumbai Metro Line VII (Andheri East — Dahisar East);
- upcoming development of the 35.6 km long coastal road, which will provide high speed connectivity between the western suburbs and south Mumbai;

- upcoming development of the 22.5 km six-lane sea bridge — the Mumbai trans-harbor link connecting Sewri in South Mumbai to Nhava Sheva near the new airport;
- completion of phase I of the Mumbai monorail that connects Chembur to Wadala depot; when completed, the line would connect Chembur to Jacob Circle (11.2 kilometers);
- on-going development of the BKC – Chunabhatti elevated road connector which is expected to cut travel time by 30 minutes and distance by three kilometers; and
- proposed second international airport at Navi Mumbai which is expected to handle 10 million passengers in its first phase of development.

(Sources: Knight Frank, Urban Transport – Unlocking the Realty Potential, 2016 and Knight Frank, Residential Investment Advisory Report, 2016)

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.

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 March 31, 2018, 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 a summary of 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 state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended, and the accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 control 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 state of affairs (financial position) of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

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, 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section 11 of section 143 of the Act, we give in the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order.

For MSKA & Associates
(Formerly known as MZSK & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W

Abuali Darukhanawala
Partner
Membership No. 108053

Place : Mumbai
Date : May 22, 2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NATIONAL STANDARD (INDIA) LIMITED FOR THE YEAR ENDED MARCH 31, 2018

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

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

We have audited the internal financial controls over financial reporting of National Standard (India) Limited ("the Company") as of March 31, 2018 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 issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). 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 March 31, 2018, 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.

For MSKA & Associates

(Formerly known as MZSK & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W

Abuali Darukhanawala

Partner
Membership No. 108053

Place : Mumbai
Date : May 22, 2018

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NATIONAL STANDARD (INDIA) LIMITED FOR THE YEAR ENDED MARCH 31, 2018

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

- 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 have any immovable property (in the nature of fixed asset). Accordingly the provision 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, there are no amounts outstanding which are in nature of deposit as on March 31, 2018 and the Company has not accepted any deposits during the year.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and 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 generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax, sales-tax, service tax, value added tax, cess and any other statutory dues applicable to it. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for the period of more than six months from the date they become payable.
- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax on account of any dispute, are as follows:

Name of the Statute	Name of the Dues	Amount (₹ in Lakhs)	Amount paid under protest (₹ In Lakhs)	Period to which amount relates	Forum where dispute is pending
I Income Tax Act, 1961	Income Tax (including Interest)	52.77	-	Assessment year 2011-2012	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax (including Interest)	48.95	48.95	Assessment year 2011-2012	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax (including Interest)	102.63	64.07	Assessment year 2013-2014	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax (including Interest)	221.33	164.04	Assessment year 2014-2015	Commissioner of Income Tax (Appeals)

- 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 and does not have any loans or borrowings from any banks, government or debenture holders.
- ix. The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, the provision stated in paragraph 3 (ix) of the Order are not applicable to the Company.

- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has not paid for managerial remuneration. Accordingly, the provision 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 Indian Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. 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 MSKA & Associates
(Formerly known as MZSK & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W

Abuali Darukhanawala
Partner
Membership No. 108053

Place : Mumbai
Date : May 22, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

	Notes	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	7.89	10.62
Deferred Tax Asset (Net)	25	25.75	33.66
Total Non-Current Assets		33.64	44.28
Current Assets			
Inventories	3	3,817.36	3,247.29
Financial Assets			
Loans	4	13,917.79	22,630.84
Trade Receivables	5	722.25	1,073.43
Cash and Cash Equivalents	6	323.36	237.15
Bank Balances other than Cash and Cash Equivalents	7	1.24	0.10
Other Financial Assets	8	1,507.35	1,951.83
Other Current Assets	9	190.90	449.52
Total Current Assets		20,480.25	29,590.16
Total Assets		20,513.89	29,634.44
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	2,000.00	2,000.00
Other Equity			
Share Premium	11	0.02	0.02
Retained Earnings	12	16,892.32	15,780.02
Other Reserves	13	28.11	28.11
Equity attributable to Owners of the Company		18,920.45	17,808.16
Current Liabilities			
Financial Liabilities			
Borrowings	14	-	7,888.18
Trade Payables	15		
Due to Micro and Small Enterprises		15.05	25.37
Due to Others		640.34	562.14
Other Financial Liabilities	16	22.98	318.65
Current Tax Liabilities (net)	17	167.91	1,157.59
Other Current Liabilities	18	747.16	1,874.34
Total Current Liabilities		1,593.44	11,826.28
Total Liabilities		1,593.44	11,826.28
Total Equity and Liabilities		20,513.89	29,634.44
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	1 - 39		

As per our attached Report of even date
For MSKA & Associates
(formerly known as MZSK & Associates)
Chartered Accountants
Firm Registration Number: 105047W

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

Abuali Darukhanawala
Partner
Membership No. 108053

Smita Ghag
Director
DIN:02447362

Maninder Chhabra
Director
DIN:02630680

Place : Mumbai
Date : 22-May-18

Rameshchandra Chechani
Chief Financial Officer

Varun Shah
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Notes	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
I INCOME			
Revenue From Operations	19	3,548.61	11,133.52
Other Income	20	1,226.34	2,320.86
Total Income		4,774.95	13,454.38
II EXPENSES			
Cost of Projects	21	1,944.90	4,097.92
Employee Benefits Expense	22	163.91	325.45
Finance Costs	23	536.54	1,073.53
Depreciation Expense	2	2.04	8.12
Other Expenses	24	408.63	781.80
Total Expense		3,056.02	6,286.82
III Profit Before Tax (I-II)		1,718.93	7,167.56
IV Tax Expense			
Current Tax	25	(598.72)	(3,016.92)
Deferred Tax		(7.91)	(8.75)
Total Tax Expense		(606.63)	(3,025.67)
V Profit for the year (III-IV)		1,112.30	4,141.89
VI Other Comprehensive Income (OCI)			
A. Items that will not be reclassified to Statement of Profit and Loss		-	-
B. Items that will be reclassified to Statement of Profit and Loss		-	-
Total Other Comprehensive Income for the year (Net of Tax) (A+B)		-	-
VII Total Comprehensive Income for the year (V + VI)		1,112.30	4,141.89
VIII Earnings per Equity Share (in ₹) (Face value of ₹ 10 per Equity Share)			
Basic	35	5.56	20.71
Diluted		5.56	20.71
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	1 - 39		

As per our attached Report of even date
For MSKA & Associates
(formerly known as MZSK & Associates)
Chartered Accountants
Firm Registration Number: 105047W

Abuali Darukhanawala
Partner
Membership No. 108053

Place : Mumbai
Date : 22-May-18

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

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, 2018

	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
(A) Operating Activities		
Profit Before Tax	1,718.93	7,167.56
Adjustments for:		
Depreciation Expense	2.04	8.12
Interest Income	(1,133.47)	(1,835.96)
Finance Costs	536.54	1,073.53
Sundry Balances/ Excess Provisions written back	(89.41)	(409.27)
Working Capital Adjustments:		
Decrease in Trade and Other Receivables	260.36	985.79
(Increase)/ Decrease in Inventories	(570.07)	1,352.44
Decrease in Trade and Other Payables	(1,103.31)	(5,667.33)
Cash generated from/ (used in) Operating Activities	(378.39)	2,674.88
Income Tax paid	(1,588.40)	(3,849.45)
Net Cash Flows used in Operating Activities	(1,966.79)	(1,174.57)
(B) Investing Activities		
Sale of Property, Plant and Equipment	0.69	-
(Investment)/ Divestment in Fixed Deposits with Bank	(0.09)	2.90
Interest received	1,926.34	1,734.57
Loans Received Back (net)	8,713.05	3,403.02
Net Cash Flows from Investing Activities	10,640.00	5,140.49
(C) Financing Activities		
Finance Costs paid	(698.80)	(1,229.27)
Proceeds/(Repayment) of Borrowings (net)	(7,888.18)	(3,540.70)
Net Cash Flows used in Financing Activities	(8,586.98)	(4,769.97)
(D) Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	86.21	(804.05)
Cash and Cash Equivalents at the beginning of the year	237.15	1,041.20
Cash and Cash Equivalents at year end	323.36	237.15

As per our attached Report of even date
For MSKA & Associates
(formerly known as MZSK & Associates)
Chartered Accountants
Firm Registration Number: 105047W

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

Abuali Darukhanawala
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Maninder Chhabra
Director
DIN:02630680

Place : Mumbai
Date : 22-May-18

Rameshchandra Chechani
Chief Financial Officer

Varun Shah
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

(A) EQUITY SHARE CAPITAL

Particulars	₹ in Lakhs	
	As at 31-March-18	As at 31-March-17
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

Particulars	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy Reserve	Share Premium	Retained Earnings	
As at 1-April -17	11.44	16.67	0.02	15,780.03	15,808.16
Profit for the year	-	-	-	1,112.30	1,112.30
Other Comprehensive Income	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	1,112.30	1,112.30
As at 31-March-18	11.44	16.67	0.02	16,892.33	16,920.46

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	15,780.03	15,808.16

As per our attached Report of even date
For MSKA & Associates
(formerly known as MZSK & Associates)
Chartered Accountants
Firm Registration Number: 105047W

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

Abuali Darukhanawala
Partner
Membership No. 108053

Smita Ghag
Director
DIN:02447362

Maninder Chhabra
Director
DIN:02630680

Place : Mumbai
Date : 22-May-18

Rameshchandra Chechani
Chief Financial Officer

Varun Shah
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2018

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 vide CIN - L27109MH1962PLC265959. 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

The Financial Statements of the Company have been 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.

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 respectively.

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 real estate 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 except freehold land 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 the Statement of Profit and Loss during the reporting period in which they are incurred.

iii. Derecognition

The carrying amount of an item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of Property, Plant and Equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

iv. 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 except for Site/Sales Offices and Sample Flats wherein the estimated useful lives is determined by the management.

Sr. No.	Property, Plant and Equipment	Useful life (Years)
i)	Site/Sales Offices and Sample Flats	8
ii)	Plant and Equipment	15
iii)	Furniture and Fixtures	10
iv)	Office Equipment	5

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 represents cost incurred in respect of unsold area of the real estate development projects 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, shares with occupancy rights, Transferrable Development Rights, premium for development rights, 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, Investment Properties 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 flows; its 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 OCI, or through 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 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 if any, are recognised in the statement of profit or loss.

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, 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 at FVTPL.

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

Equity investments

All equity investments, except investments in fellow subsidiaries and associates are measured at FVTPL. The Company may make an irrevocable election on initial recognition to present in OCI any subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis.

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 possession of residential and commercial units is handed over 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 FVTPL, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of financial liability not recorded at fair value through Profit or Loss, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities measured at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through 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 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 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.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

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 Ind AS 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 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or-
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

8 Cash and Cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

9 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 Sale of Land, Transfer of Development Rights and Building Materials 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 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 at amortised cost. Interest income is recorded using the effective interest rate (EIR).

10 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.

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 OCI, in which case, the current and deferred tax income/ expense are recognized in OCI. 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.

11 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 the Company incurs in connection with the borrowing of funds.

12 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable equity share holders to by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable equity share holders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2 Property, Plant and Equipment

Particulars	₹ in Lakhs				
	Site / Sales Offices and Sample Flats	Plant and Equipment	Furniture and Fixtures	Office Equipments	Total
Gross Carrying Amount					
As at 01-April-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
Additions	-	-	-	-	-
Disposals / Adjustments	-	(1.02)	-	-	(1.02)
As at 31-March-18	154.01	22.07	6.80	5.13	188.01
Depreciation and Impairment					
As at 01-April-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
Depreciation charge for the year	-	1.85	-	0.19	2.04
Disposals / Adjustments	-	(0.33)	-	-	(0.33)
As at 31-March-18	154.01	14.41	6.80	4.90	180.12
Net Carrying Value					
As at 31-March-18	-	7.66	-	0.23	7.89
As at 31-March-17	-	10.20	-	0.42	10.62

	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
3 Inventories		
(At Lower of Cost and Net Realizable Value)		
Building Materials	11.03	13.87
Finished Units	3,806.32	3,233.42
Total	3,817.36	3,247.29
The carrying amount of Inventories of ₹ Nil (31-March-17 ₹ 3,233.42 Lakhs) are charged as securities against specific borrowings.		
4 Current Loans		
Unsecured considered good unless otherwise stated		
Related Parties	12,558.99	22,347.77
Other Loans	1,358.81	283.07
Total	13,917.79	22,630.84
5 Trade Receivables		
(Unsecured)		
Considered Good	722.25	1,073.43
Total	722.25	1,073.43
Trade receivables amounting to ₹ Nil (31-March-17 ₹1,073.43 Lakhs) are charged as securities against specific borrowings.		
6 Cash and Cash Equivalents		
Balances with Banks	322.86	225.53
Cash on Hand	0.50	11.62
	323.36	237.15
7 Bank Balances other than Cash and Cash Equivalents		
Fixed Deposits held as Margin Money	1.24	0.10
	1.24	0.10

	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
8 Other Current Financial Assets		
Interest Receivables	1,036.36	1,829.22
Accrued Revenue	470.99	121.55
Fixed Deposits with maturity of more than 12 months	-	1.05
Total	<u>1,507.35</u>	<u>1,951.83</u>
9 Other Current Assets		
Unsecured, considered good unless otherwise stated		
Advances/ Deposits to / for :		
Suppliers and Contractors	-	132.72
Indirect Tax Receivables	174.56	312.41
Other Receivables	30.33	18.39
	<u>204.90</u>	<u>463.52</u>
Less : Provision for Doubtful Receivables	(14.00)	(14.00)
	<u>190.90</u>	<u>449.52</u>
10 Equity Share Capital		
A) Authorised Share Capital		
Equity Shares		
Numbers		
Balance at the beginning of the year	20,000,000	20,000,000
Increase/(Decrease) during the year	-	-
Balance at the end of the year	<u>20,000,000</u>	<u>20,000,000</u>
Amount		
Balance at the beginning of the year	2,000.00	2,000.00
Increase/(Decrease) during the year	-	-
Balance at the end of the year	<u>2,000.00</u>	<u>2,000.00</u>
B) Issued Equity Capital		
Equity Shares of ₹10 each issued, subscribed and fully paid up		
Numbers		
Balance at the beginning of the year	20,000,000	20,000,000
Increase/(Decrease) during the year	-	-
Balance at the end of the year	<u>20,000,000</u>	<u>20,000,000</u>
Amount		
Balance at the beginning of the year	2,000.00	2,000.00
Increase/(Decrease) during the year	-	-
Balance at the end of the year	<u>2,000.00</u>	<u>2,000.00</u>
C) 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.		

	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
D) Shares held by Holding Company		
Anantnath Constructions and Farms Pvt. Ltd.	14,788,099	14,788,099
Numbers	1,478.81	1,478.81
Amount		
E) Details of shareholders holding more than 5% shares in the company		
Anantnath Constructions and Farms Pvt. Ltd.		
Numbers	14,788,099	14,788,099
% of Holding	73.94%	73.94%
Gurpreet Kaur Shinh		
Numbers	1,314,118	1,314,118
% of Holding	6.57%	6.57%
11 Share Premium		
Balance at the beginning of the year	0.02	0.02
Increase/(Decrease) during the year	-	-
Balance at the end of the year	0.02	0.02
12 Retained Earnings		
Balance at the beginning of the year	15,780.02	11,638.13
Increase during the year	1,112.30	4,141.89
Balance at the end of the year	16,892.32	15,780.02
13 Other Reserves		
i) Capital Reserve		
Balance at the beginning of the year	11.44	11.44
Increase/(Decrease) during the year	-	-
Balance at the end of the year	11.44	11.44
ii) Capital Subsidy Reserve		
Balance at the beginning of the year	16.67	16.67
Increase/(Decrease) during the year	-	-
Balance at the end of the year	16.67	16.67
Total Other Reserves (i+ii)	28.11	28.11
The nature and purpose of other reserves:		
Amount transferred from Share capital issued on redemption of issued shares.		
14 Current Borrowings		
Secured		
Term Loans		
From Others	-	6,177.39
Unsecured		
Loans from Related Parties	-	1,710.79
Total	-	7,888.18
Aggregate Secured Loans	-	6,177.39
Aggregate Unsecured Loans	-	1,710.79
	-	7,888.18

	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
Disclosure of details of security, terms of repayments and rate of interest of borrowings : *		
A Term Loans :		
From Others		
Secured by :	-	6,177.39
(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
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.		
15 Current Trade Payables		
Due to Micro and Small Enterprises	15.05	25.37
Due to Others	640.34	562.14
	<u>655.39</u>	<u>587.51</u>
Terms and conditions:		
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 28		
16 Other Current Financial Liabilities		
Interest accrued but not due	7.63	169.89
Other Payables		
Payable on Cancellation of Allotted Units	15.35	135.54
Other Liabilities	-	13.22
	<u>22.98</u>	<u>318.65</u>
17 Current Tax Liabilities (net)		
Provision for Income Tax (Net of Tax Payments)	167.91	1,157.59
Total	<u>167.91</u>	<u>1,157.59</u>
18 Other Current Liabilities		
Advances Received from Customers	711.09	1,395.44
Duties and Taxes	36.07	478.90
Total	<u>747.16</u>	<u>1,874.34</u>

	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
19 Revenue From Operations		
Income From Property Development	2,656.57	11,120.76
Sale of Building Materials	891.98	-
Other Operating Revenue	0.06	12.76
Total	3,548.61	11,133.52
20 Other Income		
Interest Income on:		
Loans / Advances/ Deposits	1,133.38	1,835.71
Others	-	0.25
Customers' Overdues	-	75.59
Fixed Deposits with Banks	0.09	-
Sundry Balances / Excess Provisions no longer required written back (net)	89.41	409.27
Miscellaneous Income	3.46	0.04
Total	1,226.34	2,320.86
21 Cost of Projects		
Opening Stock		
Land and Property Development - Work-in-Progress	-	4,144.41
Finished Units	3,233.42	185.87
Add: Expenditure during the year :		
Land, Construction and Development Cost	40.59	2,175.07
Purchases of Finished Units	1,583.45	-
Consumption of Building Materials	-	473.70
Purchases of Building Materials	890.74	-
Other Construction Expenses	3.02	68.98
Overheads Allocated	-	288.97
	5,751.22	7,337.00
Less: Others	-	(5.66)
	5,751.22	7,331.34
Less: Closing Stock		
Finished Units	(3,806.32)	(3,233.42)
	(3,806.32)	(3,233.42)
Total	1,944.90	4,097.92
22 Employee Benefits Expense		
Salaries and Wages*	163.82	613.29
Staff Welfare	0.09	1.13
	163.91	614.42
Less: Allocated to Cost of Projects	-	(288.97)
Total	163.91	325.45
*Salaries and Wages of ₹ 163.82 Lakhs (31-March-17 ₹ 613.29 Lakhs) reimbursable to fellow subsidiary company.		
23 Finance Costs		
Interest Expense on Borrowings and others	536.54	1,065.91
Other Borrowing Costs	-	7.62
Total	536.54	1,073.53

	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
24 Other Expenses		
Rates and Taxes	245.36	17.37
Postage / Telephone / Internet	0.81	0.13
Printing and Stationery	0.78	0.03
Legal and Professional	93.45	13.71
Travelling and Conveyance	6.73	-
Payment to Auditors as:		
Audit Fees	12.00	13.50
Taxation Matters	1.50	1.50
Other Services	2.00	2.00
Advertising expenses	20.88	39.04
Brokerage	14.54	90.28
Donation	-	364.00
Corporate Social Responsibility Expenses	-	136.00
Office Expenses	-	41.75
Infrastructure and Facility	-	55.32
Miscellaneous Expenses	10.58	7.17
Total	408.63	781.80

25 Tax Expense:

a. The major components of Income Tax Expense for the years ended 31-March-18 and 31-March-17 are:

	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
Current Income Tax:		
Current Income Tax charge	(598.72)	(3,007.24)
Adjustments in respect of current Income Tax of previous year	-	(9.68)
Total	(598.72)	(3,016.92)
Deferred Tax:		
Origination and reversal of Temporary Differences	(7.91)	1.81
Adjustments in respect of previous year	-	(10.56)
Total	(7.91)	(8.75)
Income Tax Expense reported in the Statement of Profit or Loss	(606.63)	(3,025.67)

- b. Reconciliation of Tax Expense and the Accounting Profit multiplied by applicable India Domestic Tax Rate for the year is as under:

	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
Accounting Profit before Income Tax	1,718.93	7,167.56
Income tax expense calculated at corporate tax rate	(594.89)	(2,480.55)
Tax effect of adjustment to reconcile expected income tax expense to reported		
Income Tax expense:		
Deductible expenses for tax purposes:		
Other deductible expenses	18.84	67.42
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	(5.19)	(167.20)
Interest on Tax	(25.40)	(425.10)
Adjustments in respect of deferred tax of previous year(s)	-	(20.24)
Total	(606.63)	(3,025.67)

- c. The major components of Deferred Tax Assets arising on account of timing differences are as follows:

	Balance sheet	
	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
Deferred tax relates to the following:		
Accelerated depreciation for tax purposes	25.75	14.82
Others	-	18.84
Net Deferred Tax Assets	25.75	33.66

	Profit and loss	
	For the Year ended 31-March-18 ₹ in Lakhs	For the Year ended 31-March-17 ₹ in Lakhs
Accelerated depreciation for tax purposes	10.93	2.76
Expenses allowable but not charged to Statement of Profit and Loss	-	(11.52)
Others	(18.84)	-
Deferred Tax Expense	(7.91)	(8.75)

- d. Reconciliation of Deferred Tax Assets (Net) :

	Balance sheet	
	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
Opening balance	33.66	42.41
Tax Income/(Expense) during the year recognised in Statement of Profit and Loss	(7.91)	(8.75)
Tax income/(expense) during the year recognised in OCI	-	-
Closing balance	25.75	33.66

26 Category wise classification of Financial Instruments

	As at 31-March-18 ₹ in Lakhs	As at 31-March-17 ₹ in Lakhs
Financial Assets carried at Amortised Cost		
Loans	13,917.79	22,630.84
Trade Receivables	722.25	1,073.43
Cash and Cash Equivalents	323.36	237.15
Bank Balances other than Cash and Cash Equivalents	1.24	0.10
Other Financial Assets	1,507.35	1,951.83
Total Financial Assets carried at Amortised Cost	16,471.99	25,893.35
Financial Liabilities carried at amortised cost		
Borrowings	-	7,888.18
Trade Payables	655.39	587.51
Other Financial Liabilities	22.98	318.65
Total Financial Liabilities carried at amortised cost	678.37	8,794.34

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.

28 Commitments and Contingencies**Contingent liabilities**

Claims against the company not acknowledged as debts	31-March-18 ₹ in lakhs	31-March-17 ₹ in lakhs
Disputed Taxation Matters	425.68	520.26
	425.68	520.26

The Contingent Liabilities exclude undeterminable outcome of pending litigations.

The Company has assessed that it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

29 Related party transactions

Information on Related Party Transactions as required by Ind AS 24 - 'Related Party Disclosures'

List of other related parties:

(As identified by the management), unless otherwise stated

I Person having Control or joint control or significant influence

- | | | |
|---|----------------------------|-------------------|
| 1 | Mangal Prabhat Lodha (MPL) | Person in Control |
| 2 | Abhishek Lodha | Son |

II Close family members of person having Control

- | | | |
|---|---------------|------------|
| 1 | Manjula Lodha | Wife |
| 2 | Vinti Lodha | Son's wife |

III Ultimate Holding Company

- 1 Sambhavnath Infrabuild and Farms Pvt. Ltd.

IV Holding Company

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

V Subsidiaries of Ultimate Holding Company / Holding Company (with whom the Company had transactions) (Fellow Subsidiaries)

- 1 Ajitnath Hi-Tech Builders Pvt. Ltd. (Merged with Lodha Developers Ltd. w.e.f 21-May-18)
- 2 Arihant Premises Pvt. Ltd.
- 3 Bellissimo Crown Buildmart Pvt. Ltd. (Merged with Lodha Developers Ltd. w.e.f. 2-Feb-18)
- 4 Bellissimo Developers Thane Pvt. Ltd. (Formerly known as Lodha Developers Thane Pvt. Ltd.)
- 5 Bellissimo Hi-Rise Builders Pvt. Ltd. (Merged with Lodha Developers Ltd. w.e.f 16-Feb-18)
- 6 Bellissimo Mahavir Associates Dwellers Private Limited (Formerly Mahavir Associates, Partnership Firm) (from 25-August-17)
- 7 Cowtown Infotech Services Pvt. Ltd.
- 8 Hi-class Buildcon Pvt. Ltd.
- 9 Jawala Real Estate Pvt. Ltd. (Merged with Lodha Developers Ltd. w.e.f 8-Nov-17)
- 10 Lodha Buildcon Pvt. Ltd.
- 11 Bellissimo Facilities Management Limited (Merged with Cowtown Infotech Services Private Limited w.e.f 14-Dec-17)
- 12 Bellissimo Vivek Enterprises Dwellers Private Limited(Formerly Vivek Enterprises, Partnership Firm) (from 28-December-17)
- 13 Lodha Impression Real Estate Pvt. Ltd.
- 14 Nabhiraja Software Design Pvt. Ltd.
- 15 Odeon Theatres and Properties Pvt. Ltd.

- 16 Palava Dwellers Pvt. Ltd. (Formerly known as Eisa Trading Private Limited) (from 1-April-17)
- 17 Palava Dwellers Pvt. Ltd. (Merged with Lodha Developers Ltd. w.e.f 16-Feb-18)
- 18 Sarvavasa Buildtech and Farms Private Limited (Merged with Lodha Developers Ltd. w.e.f 08-Nov-17)
- 19 Shree Sainath Enterprises Construction and Developers Pvt. Ltd.
- 20 Shreeniwas Cotton Mills Ltd.
- 21 Simtools Pvt. Ltd.

VI Entities controlled by person having control or joint control (Others)

- 1 Lodha Charitable Trust
- 2 Bellissimo Healthy Constructions and Developers Private Limited (formerly known as Lodha Healthy Constructions and Developers Private Limited)
- 3 Eirian Consulting Pvt. Ltd. (From 29-March-17)

VII Limited Liability Partnership Firm under Control

- 1 Lodha Fincorp Distribution Services LLP

VIII Partnership Firms Under Control :

- 1 Vivek Enterprises (Converted to Bellissimo Vivek Enterprises Dwellers Pvt.Ltd. W.e.f 28-December-2017)
- 2 Mahavir Associates (Converted into Bellissimo Mahavir Associates Dwellers Pvt. Ltd w.e.f. 25-August-2017)

IX Associates

- 1 Kora Construction Pvt. Ltd.
- 2 Lodha Developers International (Jersey) I Holdings Ltd.

X Key Management Person (KMP)

- 1 Chirag Sarvaiya (Chief Executive Officer) (from 09-February-18)
- 2 Rameshchandra Chechani (Chief Financial Officer)
- 3 Varun Shah (Company Secretary)

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-18	-	-	-
		31-March-17	1,710.79	-	-
2	Trade Payables	31-March-18	268.96	-	-
		31-March-17	90.16	-	-
3	Other Liabilities	31-March-18	-	-	-
		31-March-17	13.20	-	-
4	Interest Accrued but not due on borrowings	31-March-18	6.45	-	-
		31-March-17	169.89	-	-
5	Loan and Advances Given	31-March-18	12,558.99	-	-
		31-March-17	22,347.77	-	-
6	Interest Receivables	31-March-18	1,005.24	-	-
		31-March-17	1,829.23	-	-
7	Guarantees Taken	31-March-18	-	-	-
		31-March-17	15,000.00	-	-

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

Sr No	Nature of Transactions	Particulars	Relationship	(₹ in Lakhs)	
				For the year ended	
				31-March-18	31-March-17
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	0.27	11.61
		Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	-	0.02
		Lodha Developers Ltd.	Holding Company	0.03	2.18
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	-	17.07
		Bellissimo Mahavir Associates Pvt. Ltd.*#	Fellow Subsidiary	1,046.21	-
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	-	0.13
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	-	0.59
		Simtools Pvt. Ltd.	Fellow Subsidiary	-	0.11
2	Sale of Building Materials	Lodha Buildcon Pvt. Ltd.	Fellow Subsidiary	-	0.21
		Bellissimo Developers Thane Pvt. Ltd.	Fellow Subsidiary	0.10	0.71
		Sarvavsa Buildtech and Farms Pvt Ltd	Fellow Subsidiary	-	0.36
		Bellissimo Healthy Constructions and Developers Pvt. Ltd.	Others	-	1.35
		Sambhavnath Infrabuild and Farms Pvt. Ltd.*#	Ultimate Holding Company	1,049.35	-
		Lodha Developers Ltd.	Holding Company	3.01	4.04
		Lodha Impression Real Estate Pvt. Ltd.	Fellow Subsidiary	-	0.55
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	-	6.20
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	-	0.03
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	-	0.90
3	Interest Income	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	51.94
		Vivek Enterprises	Partnership Firm	-	32.33
		Hi Class Buildcon Pvt Ltd	Fellow Subsidiary	-	6.47
		Lodha Developers Ltd.	Holding Company	1,116.93	-
		Ajitnath Hi-Tech Builders Pvt. Ltd.	Fellow Subsidiary	-	916.76
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	-	805.93
		Bellissimo Hi-Rise Builders Pvt. Ltd.	Fellow Subsidiary	-	22.27
4	Interest Expenses	Sarvavsa Buildtech and Farms Pvt Ltd	Fellow Subsidiary	-	10.20
		Lodha Developers Ltd.	Holding Company	-	169.89
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	7.17	-
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	14.50

NATIONAL STANDARD (INDIA) LIMITED

(₹ in Lakhs)

Sr No	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-18	31-March-17
5	Infrastructure Facility	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	67.30
6	Office Expenses	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	59.57
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	-	18.36
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	1.07	-
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	-	3.12
8	Amount paid on behalf of	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	0.20
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	-	869.92
		Bellissimo Developers Thane Pvt. Ltd.	Fellow Subsidiary	-	0.52
		Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	-	0.02
		Bellissimo Facilities Management Ltd	Fellow Subsidiary	-	0.01
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	0.03	-
9	Amount paid on behalf by	Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	58.14
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	0.00	1.35
		Cowtown Infotech Services Pvt. Ltd.	Fellow Subsidiary	1.20	-
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	Fellow Subsidiary	-	0.04
		Shreeniwas Cotton Mills Ltd.	Fellow Subsidiary	1.24	-
10	Donation Given	Lodha Charitable Trust	Others	-	500.00
11	Purchase of Flats	Lodha Developers Ltd.	Holding Company	1,301.52	-
		Bellissimo Healthy Constructions and Developers Pvt. Ltd.	Others	281.93	-
		Bellissimo Crown Buildmart Pvt. Ltd.	Fellow Subsidiary	-	110.99
		Lodha Developers Ltd.	Fellow Subsidiary	(8,077.99)	32,374.56
		Vivek Enterprises	Partnership Firm	-	871.85
		Hi Class Buildcon Pvt Ltd	Fellow Subsidiary	-	250.00
		Jawala Real Estate Pvt. Ltd.	Fellow Subsidiary	-	6,859.37
13	Loans and Advances Taken/ (Returned)(Net)	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 Ltd.	Holding Company	-	11,632.66
14	Salaries and Wages	Nabhiraja Software Design Pvt. Ltd.	Fellow Subsidiary	139.92	633.83
		Palava Dwellers Pvt. Ltd.	Fellow Subsidiary	-	11.73
		Lodha Developers Ltd.	Holding Company	-	51.63

* Includes transaction made on behalf of Eirian Consulting Pvt. Ltd. pursuant to merger order w.e.f 2-December-17.

Inclusive of applicable taxes

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 and are received as per agreed terms. No provisions are held against receivables from related parties. The receivables are unsecured in nature and interest is charged on overdue payables.

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.

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	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
As at 31-March-18						
Trade Payables	-	655.39	-	-	-	655.39
Other Financial Liabilities **	7.63	-	15.35	-	-	22.98
	7.63	655.39	15.35	-	-	678.37
As at 31-March-17						
Borrowings *	1,710.79	-	6,177.39	-	-	7,888.18
Trade Payables	-	587.51	-	-	-	587.51
Other Financial Liabilities **	318.65	-	-	-	-	318.65
	2,029.44	587.51	6,177.39	-	-	8,794.34

* Borrowings are stated before netting off loan issue cost.

** Payable on Cancellation of Allotted Units 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-18 ₹ in lakhs	31-March-17 ₹ in lakhs
Borrowings	-	7,888.18
Less: Cash and Cash Equivalents	(323.36)	(237.15)
Less: Bank Balances other than Cash and Cash Equivalents	(1.24)	(0.10)
Net Debt	(324.60)	7,650.93
Equity Share Capital	2,000.00	2,000.00
Other Equity		
Retained Earnings and Share Premium	16,892.34	15,780.04
Total Capital	18,892.34	17,780.04
Capital and Net Debt	18,567.74	25,430.97
Gearing ratio	-1.7%	30.1%

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-18 and 31-March-17.

34 Details of CSR Expenditure

The gross amount required to be spent for CSR activity by the company during the year was ₹ 152.99 Lakhs (31-March-17 ₹ 136 Lakhs). Amount spent during the year was Nil (31-March-17 ₹ 136.00 lakhs).

35 Basic and Diluted Earnings Per Equity Share:

S. No.	Particulars		For the Year ended 31-March-18	For the Year ended 31-March-17
(a)	Basic and Diluted Earnings Per Equity Share			
	Profit for the year	(₹ in Lakhs)	1,112.30	4,141.89
(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	(₹)	5.56	20.71

36 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 :

Particulars	(₹ in Lakhs)	
	As at 31-March-18	As at 31-March-17
Amount unpaid as at year end - Principal	15.05	25.37
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.	-	-

37 The board of directors have pursuant to their resolutions dated February 14, 2018 and shareholders resolution dated March 17, 2018 have approved voluntary delisting of the equity shares of the Company from BSE Limited and Calcutta Stock Exchange Limited.

38 Standard issued but not yet effective

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115, Revenue from Contracts with Customers, to be applicable from financial years beginning on or after 01-April-2018.

This Standard specifies the accounting for an individual contract with a customer. This involves identifying a contract & performance obligation and measuring progress towards complete satisfaction of a performance obligation. The Standard requires an entity to disclose the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

Ind AS 115 supersedes the current revenue recognition guidance available under Ind AS with respect to revenue recognition i.e. Ind AS 18 on "Revenue" and Ind AS 11 on "Construction Contracts. Currently company recognizes revenue on percentage of completion method as prescribed in the 'Guidance Note on Accounting for Real Estate Transactions' issued by ICAI.

Company will adopt the new standard effective 01-April-2018. Management is evaluating the requirements of the Standard and the effect if any, on the financial statements.

39 Previous Year figures are regrouped/rearranged wherever considered necessary.

**As per our attached Report of even date
For MSKA & Associates
(formerly known as MZSK & Associates)
Chartered Accountants
Firm Registration Number: 105047W**

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

**Abuali Darukhanawala
Partner
Membership No. 108053**

**Smita Ghag
Director
DIN:02447362**

**Maninder Chhabra
Director
DIN:02630680**

**Place : Mumbai
Date : 22-May-18**

**Rameshchandra Chechani
Chief Financial Officer**

**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]

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. /Client Id & DP. Id :

I/We, being the Member(s) of National Standard (India) Limited, holding _____ shares hereby appoint

- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
- 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 55th Annual General Meeting of the Company, to be held on Monday, September 24, 2018 at 3.00 P.M. at 8th Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	For	Against
1.	Consider and adopt Audited Financial Statements, reports of the Board of Directors and Auditors Report thereon for the financial year ending 31st March, 2018		
2.	Re-appointment of Mr. Narinder Pal Shinh (DIN 00023160) as the Director, retiring by rotation		
3.	Ratification of the remuneration of the Cost Auditor for the financial year ending 31st March, 2018		
4.	Ratification of the remuneration of the Cost Auditor for the financial year ending 31st March, 2019		
5.	Appointment of Mr. Prakash Vaghela (DIN 07768595) as an Independent Director		

Signed this.....day of2018

Signature of shareholder(s) :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Notes:

- 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.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 55th Annual General Meeting.
- *This is only 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.
- Kindly affix revenue stamp of not less than Re. 1 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 a member/proxy/authorised representative for the member of the Company.

I hereby record my presence at the 55th Annual General Meeting held on Monday, September 24, 2018 at 3.00 P.M. at 8th Floor, 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 at the entrance of the Meeting hall

If Undelivered, please return to:

The Secretarial Department
NATIONAL STANDARD (INDIA) LIMITED
412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle,
Fort, Mumbai-400001