

# **NATIONAL STANDARD (INDIA) LIMITED**

**53<sup>rd</sup> ANNUAL REPORT  
2015-2016**

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## **BOARD OF DIRECTORS:**

<b>Directors</b>	<b>Category</b>
<b>Ms. Smita Ghag</b>	Chairperson and Non-Executive Director
<b>Mr. Narinder Pal Singh</b>	Non-Executive Director
<b>Mr. Ananthanarayanan Ariyanayakipuram Lakshminarayanan</b>	Non-Executive Director
<b>Mr. Deepak Chitnis</b>	Non-Executive Director (upto January 18, 2016)
<b>Mr. Maninder Chhabra</b>	Non-Executive Director (w.e.f. February 3, 2016)
<b>Mr. Sagar Gawde</b>	Independent Director (upto July 30, 2015)
<b>Mr. Santosh Kumar Ojha</b>	Independent Director (upto April 08, 2016)
<b>Mr. Umashankar Hegde</b>	Independent Director (w.e.f. October 28, 2015)
<b>Mr. Bhushan Shah</b>	Independent Director (w.e.f. July 6, 2016)

### **Key Managerial Personnel**

Mr. Mahesh Thakur	Chief Executive Officer
Mr. Ramesh Chechani	Chief Financial Officer
<b>Mr. Varun Shah (w.e.f. September 3, 2016)</b>	Company Secretary and Compliance Officer

### **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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NATIONAL STANDARD (INDIA) LIMITED ( CIN L27109MH1962PLC265959 ) WILL BE HELD ON THURSDAY, 29<sup>th</sup> SEPTEMBER 2016, AT 3.30 P.M. AT 6<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N.M.JOSHI MARG, MAHALAXMI, MUMBAI-400011 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and 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 Statements of the Company for the financial year ended March 31, 2016 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 Ms. Smita Ghag (DIN 02447362), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself 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, Ms. Smita Ghag (DIN 02447362), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

3. **Appointment of Statutory Auditor to fill casual vacancy:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s MZSK & Associates, Chartered Accountants (Firm Registration No: 105047W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Shanker and Kapani, Chartered Accountants, (Firm Registration No: 117761W).”

“**RESOLVED FURTHER THAT** that M/s MZSK & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 3<sup>rd</sup> September 2016 until the conclusion of this i.e 53<sup>rd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.”

4. **Appointment of Statutory Auditor for a term of 5 years:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s MZSK & Associates, Chartered Accountants (Firm Registration No: 105047W), be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of this i.e 53<sup>rd</sup> Annual General Meeting until the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 53<sup>rd</sup> Annual General Meeting of the Company), at such remuneration plus applicable taxes and out of pocket expenses, as shall be fixed by the Board of Directors of the Company.”

5. **Appointment of Mr. Umashankar Hegde (DIN 06797098) 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. Umashankar Hegde (DIN: 06797098), who was appointed as an Additional Director w.e.f October 28, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, along with the deposit of Rs.1 lakh, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto October 27, 2020, not liable to retire by rotation.”

**6. Appointment of Mr. Bhushan Shah (DIN 07484485) 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. Bhushan Shah (DIN: 07484485), who was appointed as an Additional Director w.e.f July 6, 2016 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, alongwith the deposit of Rs.1 lakh, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto July 5, 2021, not liable to retire by rotation.”

**7. Appointment of Mr. Maninder Singh Chhabra (DIN 02630680) as a Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 read alongwith the 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. Maninder Singh Chhabra (DIN No: 02630680), who was appointed as an Additional Director on February 3, 2016, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 alongwith deposit of Rs.1 Lakh,proposing his candidature as Director, be and is hereby appointed as the Director of the Company, whose office shall be liable to retire by rotation.”

**8. Contribution towards Charitable Funds of an amount upto Rs. 5 crores**

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

“**RESOLVED THAT** pursuant to provisions of Section 181 and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee constituted by the Board of Directors or any person(s) authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this Resolution) to contribute an amount upto Rs. 5 crores (Rupees Five Crores only) in any financial year, either directly or in any other way considered appropriate by the Board, to such bonafide charitable and other funds as the Board may deem fit and proper;

**RESOLVED FURTHER THAT**, the Board of Directors, be and are hereby authorised to sign and execute such documents/ deeds/ writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution.”

**9. Contracts or Arrangements with Related Parties.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such provisions of the Companies Act, 2013 (‘the Act’), as may be applicable, read together with the relevant Rules (‘the Rules’)including any statutory modification(s), amendment(s) and re-enactment thereof, for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded to enter into related party transactions, as under, over a period of 36 months from the date of this Meeting, on such terms and conditions as may be agreed by the Board of Directors of the Company:

## NATIONAL STANDARD (INDIA) LIMITED

Sr. No.	Name of the Related Party	Nature of Related Party Transactions	Transaction Value
1.	Cow town Land Development Pvt. Ltd.	Sale, purchase, supply of goods or materials directly or through appointment of agent	Upto an amount not exceeding Rs. 100 crores per related party
2.	Lodha Buildcon Pvt. Ltd.		
3.	Lodha Developers Pvt. Ltd		
4.	Shreeniwas Cotton Mills Ltd.		
5.	Shree Sainath Enterprises Construction and Developers Pvt. Ltd.		
6.	Simtools Pvt. Ltd		
7.	Palava Dwellers Pvt. Ltd.		
8.	Jawala Real estate pvt. Ltd.		
1.	Palava Dwellers Pvt. Ltd.	Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent	Upto an amount not exceeding Rs. 100 crores per related party
2.	Bellissimo Hi -Rise Builders Pvt. Ltd.		
3.	Lodha Buildcon Pvt. Ltd.		
4.	Lodha Developers Pvt. Ltd.		
5.	Shreeniwas Cotton Mills Ltd.		
6.	Shree Sainath enterprises Construction and Developers Pvt. Ltd.		
1.	Palava Dwellers Pvt. Ltd	Leasing of property of any kind	Upto an amount not exceeding Rs. 100 crores per related party
2.	Bellissimo Hi-Rise Builders Pvt. Ltd.		
3.	Lodha Buildcon Pvt. Ltd.		
4.	Lodha Developers Pvt. Ltd.		
5.	Shreeniwas Cotton Mills Ltd.		
6.	Shree Sainath enterprises Construction and Developers Pvt. Ltd.		
1.	Nabhiraja Software Design Pvt. Ltd	Availing or rendering of any services (including Infrastructure Facility Services), directly or through appointment of agent	Upto an amount not exceeding Rs. 50 crores per related party
2.	Lodha Developers Pvt. Ltd.		
1.	Lodha Crown Buildmart Pvt. Ltd	Contract or Arrangement for Sharing of Common Corporate Expenses	Upto Rs. 165 crores outstanding at any point of time
1.	Jawala Real Estate Pvt. Ltd	Avail/provide loan(s)	Upto an amount not exceeding Rs. 500 crores per related party
2.	Lodha Developers Pvt. Ltd		
3.	Ajitnath Hi- Tech Builders Pvt. Ltd		
4.	Lodha Buildcon Pvt. Ltd.		
1.	Shreeniwas Cotton Mills Limited	Avail/provide loan(s)	Upto an amount not exceeding Rs. 100 crores
1.	Nabhiraja Software Design Pvt. Ltd	Sharing/ reimbursement of expenses	Upto an amount not exceeding Rs. 20 crores per related party
2.	Lodha Developers Pvt. Ltd.		
3.	Shreeniwas Cotton Mills Limited		
4.	Palava Dwellers Pvt. Ltd.		
5.	Jawala Real Estate Pvt. Ltd.		
Various related party transactions with other related parties of the Company provided aggregate amount of the transactions with the aforementioned companies and other related parties do not exceed the amount of Rs. 2500 crore outstanding at any point of time.			

## NATIONAL STANDARD (INDIA) LIMITED

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required and necessary and delegate all or any of the powers herein conferred to any Committee of Directors, Director of the Company or any other person as the Board of Directors may deem fit, in order to give effect to the aforesaid resolution.”

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

**Varun Shah  
Company Secretary  
Membership No: A28901**

**Date: 3<sup>rd</sup> September, 2016**

**Place: Mumbai**

**Registered Office:**

412, Floor- 4, 17G Vardhaman Chamber,

Cawasji Patel Road, Horniman Circle,

Fort, Mumbai-400001

CIN: L27109MH1962PLC265959

Telephone No. : +9122-23024400

Fax No. : +9122-23024550

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

Email: [investors.nsil@lodhagroup.com](mailto:investors.nsil@lodhagroup.com)

**Notes:**

- 1) **A member entitled to attend and vote at the 53<sup>rd</sup> 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

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names are requested to write to the Company's Registrar and Share Transfer agent, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata-700 019, Tel No.: +91 33 40116700/22806692/94/2486, email ID: [rta@cbmsl.com](mailto: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 Saturday, 24<sup>th</sup> September, 2016 to Thursday, 29<sup>th</sup> September, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays between 11.00 A.M. and 1.00 P.M. upto and including the date of AGM. The said documents will also be available for inspection at the Meeting.
- 14) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby request the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the CB Management Services (P) Limited, the Registrar and Transfer Agent of the Company. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
- 15) Physical copy of the Notice of the Meeting, Annual Report, Proxy Form and attendance slip are being sent to all the members of the Company whose address are registered with the Company or with the Depository Participant(s) or with CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 16) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrar and Transfer Agent, CB Management Services (P) Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's Registrar and Transfer Agent, CB Management Services (P) Limited.
- 17) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 18) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the Management to keep the information ready.
- 19) Members holding shares of the Company as on Friday, 23<sup>rd</sup> September, 2016, shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off should treat this notice for information purpose only.
- 20) In terms of Section 152 of the Act, Ms. Smita Ghag, retire by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company recommend her re-appointment.

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

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



Ordinary Resolution set out under Item No. 2.

- 22) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to such e-voting are provided as follows:
- 1) 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**).
  - 2) 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.
  - 3) 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.
  - 4) 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., Friday, 23<sup>rd</sup> September, 2016 may obtain their login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto: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.
  - 5) 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, Friday, 23<sup>rd</sup> September, 2016.
  - 6) 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. Friday, 23<sup>rd</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - 7) The remote e-voting period commences on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (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. Friday, 23<sup>rd</sup> September, 2016, 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.
  - 8) 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).
  - 9) 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.
  - 10) The Company has appointed Ms. Payal Purohit, Practising Company Secretary, as the scrutinizer (the '**Scrutinizer**') for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
  - 11) 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.
  - 12) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report on the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.
  - 13) The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.nsil.net](http://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).

- 14) This notice has been updated with the instructions for voting through electronic means as per the amended Companies (Management and Administration) Rules, 2015.

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

- 15) The voting period begins on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Members who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
  - The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

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- PAN** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
  - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- After entering these details appropriately, click on "SUBMIT" tab.
  - Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
  - Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**NOTE FOR NON – INDIVIDUAL MEMBERS AND CUSTODIANS**

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

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

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN RESPECT OF THE BUSINESS MENTIONED IN THE NOTICE OF THE FIFTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY**

**ITEM NO. 3**

The Members of the Company at the 51<sup>st</sup> Annual General Meeting held on 17<sup>th</sup> September, 2014 had appointed M/s Shanker and Kapani, Chartered Accountants, (Firm Registration No: 117761W) as the Statutory Auditors of the Company to hold office from the conclusion of 51<sup>st</sup> Annual General Meeting till the conclusion of 56<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the appointment by the Members at every Annual General Meeting held after the 51<sup>st</sup> Annual General Meeting of the Company.

M/s. Shanker and Kapani, Chartered Accountants resigned as the Statutory Auditors of the Company on 3<sup>rd</sup> September, 2016, resulting in a casual vacancy in the office of Statutory Auditors of the Company. The Board of Directors of the Company at its meeting held on 3<sup>rd</sup> September 2016, based on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) under Companies Act, 2013, appointed M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No: 105047W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shanker & Kapani, Chartered Accountants, subject to the approval by the members in the 53<sup>rd</sup> Annual General Meeting of the Company.

M/s. MZSK & Associates is a leading Chartered Accountancy Firm in India and is the Member Firm of BDO International, which has presence in 6 cities in India viz. Mumbai, Pune, New Delhi - Gurgaon, Bengaluru, Hyderabad and Aurangabad with a team of 13 Partners and over 280 Employees which includes Chartered Accountant's, Advocates, Company Secretaries and Articles.

The firm serves several Multinational Companies and Indian Corporates across all industries in Technology, Services, Real Estate, Manufacturing & Distribution Segments providing integrated advice and support.

The Company has received consent and eligibility certificate from M/s. MZSK & Associates, Chartered Accountants, to act as Statutory Auditors of the Company, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No.3.

The Board recommends the Resolution at Item No. 3 for approval of the Members.

**ITEM NO. 4**

The Board of Directors of the Company at its meeting held on 3<sup>rd</sup> September 2016, based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No: 105047W) as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 53<sup>rd</sup> Annual General Meeting, till the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 53<sup>rd</sup> Annual General Meeting).

The brief profile of M/s. MZSK & Associates, Chartered Accountants is given in explanatory statement to item No. 3

The Company has received consent and eligibility certificate from M/s. MZSK & Associates, Chartered Accountants to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 4.

The Board recommends the Resolution at Item No. 4 for approval of the Members.

**ITEM NO.5**

The Board of Directors of the Company on 28<sup>th</sup> October, 2015, had appointed Mr. Umashankar Hegde (DIN:06797098) as an Additional Director of the Company, categorised as Independent Director, in terms of Section 161 of the Companies Act, 2013 ("Act").

Mr. Umashankar K. Hegde is an expert on Legal and Secretarial matters. He is an Associate member of The Institute of Company Secretaries of India (ICSI) and holds bachelor's degree in Law from Mumbai University and has varied experience of over 8 years.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Umashankar Hegde for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

Mr. Umashankar Hegde 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. Umashankar Hegde 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. Umashankar Hegde as an Independent Director for a term of 5 years effective from October 28, 2015 till October 27, 2020.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Umashankar Hegde, the Board of Directors of the Company has formed an opinion that Mr. Umashankar Hegde 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.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Umashankar Hegde, 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.

The additional information in respect of appointment of Mr. Umashankar Hegde as 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 as Annexure 1 to the Explanatory Statement.

Except Mr. Umashankar K. Hegde 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.

**ITEM NO.6**

The Board of Directors of the Company on 06<sup>th</sup> July, 2016, had appointed Mr. Bhushan Shah (DIN:07484485) as an Additional Director of the Company, categorised as an Independent Director, in terms of Section 161 of the Companies Act, 2013 ("Act").

Mr. Bhushan Shah holds Bachelors' degree in Commerce and is presently heading Private Client Group, Ventura Securities Limited. He has over 25 years experience in the field of finance.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Bhushan Shah for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

Mr. Bhushan Shah 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. Bhushan Shah 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. Bhushan Shah as an Independent Director for a term of 5 years effective from July 6, 2016 till July 5, 2021.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Bhushan Shah, the Board of Directors of the Company has formed an opinion that Mr. Bhushan Shah meets with 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.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Bhushan Shah, 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.

The additional information in respect of appointment of Mr. Bhushan Shah 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 1 to the Explanatory Statement.

Except Mr. Bhushan Shah 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. 6 of the notice.

The Board recommends the resolution set forth in Item No. 6 of the notice for approval of the members.

### **ITEM NO.7**

The Board of Directors of the Company on 3<sup>rd</sup> February, 2016, had appointed Mr. Maninder Singh Chhabra (DIN:02630680) as an Additional Director of the Company, in terms of Section 161 of the Companies Act, 2013 ("Act"). The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Maninder Singh Chhabra for the office of Director of the Company, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mr. Maninder Singh Chhabra 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.

Mr. Maninder Singh Chhabra is a Gold Medallist in B.E. (Production engineering) from C.B.I.T, Osmania University, Hyderabad followed by PGDM from IIM Bangalore. Mr. Maninder Singh Chhabra has diverse experience in the field of marketing & customer service, across industries including the real estate industry; and as an entrepreneur. He has been associated with organizations like Britannia, Essar Group & Aliens Group in the past.

The additional information in respect of appointment of Mr. Maninder Singh Chhabra as 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 1 to the Explanatory Statement.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Maninder Singh Chhabra as Director of the Company.

Except Mr. Maninder Singh Chhabra 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. 7 of the notice.

The Board recommends the resolution set forth in Item No. 7 of the notice for approval of the members.

### **ITEM NO.8**

As per the provisions of Section 181 of the Companies Act, 2013, prior approval of the members is required to be taken if the contribution by the Company towards bonafide and charitable funds in any financial year exceeds 5% of its average net profits for the three immediately preceding financial years.

Accordingly, the approval of the Members is being sought by way of an Ordinary Resolution under Section 181 of the Act to enable the Company to contribute towards bonafide and charitable funds upto an amount of Rs. 5 crores in one or more tranches, in any financial year.

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

The Board recommends the resolution set forth in Item No. 8 of the notice for approval of the members.

### **ITEM NO.9**

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (i.e entered into individually or taken together with previous transactions during the financial year, exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company), shall require approval of the shareholders through Special Resolution.

Accordingly, the approval of the shareholders by way of Special Resolution is sought under Regulation 23 of the Listing Regulations, to enable the Company to enter into related party transactions in one or more tranches. The particulars of the related party transactions are given hereunder.

## NATIONAL STANDARD (INDIA) LIMITED

Sr. No.	Name of the Related Party	Nature of Related Party Transactions	Transaction Value
1.	Cow town Land Development Pvt. Ltd.	Sale, purchase, supply of goods or materials directly or through appointment of agent	Upto an amount not exceeding Rs. 100 crores per related party
2.	Lodha Buildcon Pvt. Ltd.		
3.	Lodha Developers Pvt. Ltd		
4.	Shreeniwas Cotton Mills Ltd.		
5.	Shree Sainath Enterprises Construction and Developers Pvt. Ltd.		
6.	Simtools Pvt. Ltd		
7.	Palava Dwellers Pvt. Ltd.		
8.	Jawala Real estate pvt. Ltd.		
1.	Palava Dwellers Pvt. Ltd.	Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent	Upto an amount not exceeding Rs. 100 crores per related party
2.	Bellissimo Hi -Rise Builders Pvt. Ltd.		
3.	Lodha Buildcon Pvt. Ltd.		
4.	Lodha Developers Pvt. Ltd.		
5.	Shreeniwas Cotton Mills Ltd.		
6.	Shree Sainath enterprises Construction and Developers Pvt. Ltd.		
1.	Palava Dwellers Pvt. Ltd	Leasing of property of any kind	Upto an amount not exceeding Rs. 100 crores per related party
2.	Bellissimo Hi-Rise Builders Pvt. Ltd.		
3.	Lodha Buildcon Pvt. Ltd.		
4.	Lodha Developers Pvt. Ltd.		
5.	Shreeniwas Cotton Mills Ltd.		
6.	Shree Sainath enterprises Construction and Developers Pvt. Ltd.		
1.	Nabhiraja Software Design Pvt. Ltd	Availing or rendering of any services (including Infrastructure Facility Services), directly or through appointment of agent	Upto an amount not exceeding Rs. 50 crores per related party
2.	Lodha Developers Pvt. Ltd.		
1.	Lodha Crown Buildmart Pvt. Ltd	Contract or Arrangement for Sharing of Common Corporate Expenses	Upto Rs. 165 crores outstanding at any point of time
1.	Jawala Real Estate Pvt. Ltd	Avail/provide loan(s)	Upto an amount not exceeding Rs. 500 crores per related party
2.	Lodha Developers Pvt. Ltd		
3.	Ajitnath Hi- Tech Builders Pvt. Ltd		
4.	Lodha Buildcon Pvt. Ltd.		
1.	Shreeniwas Cotton Mills Limited	Avail/provide loan(s)	Upto an amount not exceeding Rs. 100 crores
1.	Nabhiraja Software Design Pvt. Ltd	Sharing/ reimbursement of expenses	Upto an amount not exceeding Rs. 20 crores per related party
2.	Lodha Developers Pvt. Ltd.		
3.	Shreeniwas Cotton Mills Limited		
4.	Palava Dwellers Pvt. Ltd.		
5.	Jawala Real Estate Pvt. Ltd.		
Various related party transactions with other related parties of the Company provided aggregate amount of the transactions with the aforementioned companies and other related parties do not exceed the amount of Rs. 2500 crore outstanding at any point of time.			

## NATIONAL STANDARD (INDIA) LIMITED

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Various related party transactions with other related parties of the Company provided aggregate amount of the transactions with the aforementioned companies and other related parties do not exceed the amount of Rs. 2500 crore outstanding at any point of time.

The Board of Directors recommends the resolution in Item No. 9 of the accompanying notice for approval by the members as a Special Resolution.

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

**Varun Shah  
Company Secretary  
Membership No: A28901**

**Date: 3<sup>rd</sup> September, 2016**

**Place: Mumbai**

**Registered Office:**

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

CIN: L27109MH1962PLC265959

Telephone No. : +9122-23024400

Fax No. : +9122-23024550

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

Email: [Investors.nsil@lodhagroup.com](mailto:Investors.nsil@lodhagroup.com)



**NATIONAL STANDARD (INDIA) LIMITED**

**Annexure I**

<b>Name of the Director / Manager</b>	<b>Smita Ghag (DIN -02447362)</b>	<b>Umashankar Hegde (DIN -06797098)</b>	<b>Bhushan Shah (DIN -07484485)</b>	<b>Manindersingh Chhabra (DIN -02630680)</b>
<b>Date of Birth</b>	4 <sup>th</sup> April, 1978	19 <sup>th</sup> June, 1982	08 <sup>th</sup> November, 1964	26 <sup>th</sup> September, 1978
<b>Qualification</b>	B.L.I.Sc.in Library, Information and Documentation science and Master's of Science	Company Secretary	Bachelors' degree in Commerce	Bachelors in Production Engineering
<b>Experience</b>	A total 16 years of diverse experience in the field of Documentation across industries including the real estate industry.	Mr. Umashankar K. Hegde is an expert on Legal and Secretarial matters. He is an Associate member of ICSI and holds bachelor's degree in Law from Mumbai University and have varied experience of over 8 years.	Mr. Bhushan Shah has over 25 years of experience in the field of finance and is presently heading Private Client Group, Ventura Securities Limited.	Mr. Maninder Chhabra is a Gold Medallist in B.E. (Production engineering) from C.B.I.T, Osmania University, Hyderabad followed by PGDM from IIM Bangalore. He has diverse experience in the field of marketing & customer service, across industries including the real estate industry. He has been associated with organizations like Britannia, Essar Group & Aliens Group in the past.
<b>Terms &amp; Conditions of appointment</b>	As per the provisions of Companies Act, 2013	Appointed as Independent Director on terms and conditions as mentioned in the draft letter of appointment	Appointed as Independent Director on terms and conditions as mentioned in the draft letter of appointment	As per provisions of the Companies Act, 2013
<b>Remuneration last drawn &amp; Sought to be paid</b>	Nil	No remuneration except the sitting fee as permitted under the Companies Act, 2013	No remuneration except the sitting fee as permitted under the Companies Act, 2013	Nil
<b>Date of Appointment on the Board</b>	24 <sup>th</sup> April, 2014	28 <sup>th</sup> October, 2015	06 <sup>th</sup> July, 2016	03 <sup>rd</sup> February, 2016

## NATIONAL STANDARD (INDIA) LIMITED

<b>Directorships held in other companies as on 31 March, 2016</b>	<ol style="list-style-type: none"> <li>1.Dharmanath Buildtech and Farms Private Limited</li> <li>2. Kidderpore Holdings Limited</li> <li>3. Lodha Brand Holdings Private Limited</li> <li>4. National Standard (India) Limited</li> <li>5. Suryakrupa Constructions Private Limited</li> <li>6. Lodha Buildcon Private Limited</li> <li>7. Odean Theatres Private Limited</li> <li>8. Arihant Premises Private Limited</li> <li>9. Kora Constructions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Sanathnagar Enterprises Limited</li> <li>2. Capacity Projects Private Limited</li> <li>3. New Consolidation Projects &amp; Constructions Private limited</li> <li>4. Capacity Constructions &amp; Infrastructures Private Limited</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. Sanathnagar Enterprises Limited</li> <li>2. Arihant Premises Pvt Ltd</li> <li>3. Aanant Developers Private Limited</li> </ol>
<b>Memberships of committees across companies (includes only Audit &amp; Stakeholders Relationship Committee) as on 31 March, 2016</b>	Nil	<ol style="list-style-type: none"> <li>1. Chairman of Audit Committee of Sanathnagar Enterprises Limited &amp; National Standard (India) Limited</li> <li>2. Chairman of Stakeholder Relationship Committee of Sanathnagar Enterprises Limited &amp; National Standard (India) Limited</li> </ol>	Nil	Nil
<b>Shareholding in the Company (Equity)</b>	Nil	Nil	Nil	Nil
<b>Relationship with other Directors/ Manager/Key Managerial Personnel</b>	None	None	None	None
<b>Number of Board meetings attended during the year 2015-16</b>	6	2	Nil	-

DETAILS OF THE VENUE OF THE ANNUAL GENERAL MEETING

Address: 6<sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011.



BOARD'S REPORT

Dear Members,

Your Directors have the pleasure in presenting the 53<sup>rd</sup> Annual Report of your Company along with the audited financial statements for the financial year ended 31<sup>st</sup> March, 2016.

**1. FINANCIAL RESULTS & OVERVIEW**

The Company's performance during the financial year ended 31<sup>st</sup> March, 2016 as compared to the previous financial year, is summarized below:

Particulars	(Rs. in lakhs)	
	2015-16	2014-15
Total Income	20,552.98	16,200.96
Less : Total expenses	11,436.95	9,554.42
Profit Before tax	9,116.03	6,646.54
Less: Tax Expenses	3,440.60	2,408.63
Less: Prior Period Taxation adjustments	(387.39)	0.01
<b>Profit for the year</b>	<b>6,062.82</b>	<b>4,237.90</b>

**Results of operations and the state of the Company's affairs**

During the financial year 2015-16, the total income increased by 26.86% to Rs. 20,552.98 lakhs from Rs. 16,200.96 lakhs for the financial Year 2014-15. Total expenses increased by 19.70% to Rs. 11,436.95 lakhs for the financial year 2015-16 from Rs. 9,554.42 lakhs for the financial year 2014-15.

The Net Profit for the financial year 2015-16 has increased by 43.06% to Rs.6,062.82 lakhs as compared to the net profit of Rs.4,237.90 lakhs during the financial year 2014-15.

**2. TRANSFER TO RESERVES**

Your Director do not recommend any amount to be transferred to the reserves for the financial year ended 31<sup>st</sup> March, 2016.

**3. DIVIDEND**

With a view to conserve the resources of the Company, the Board of Directors of your Company do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2016.

**4. BUSINESS & SECTOR REVIEW**

**Indian Economy**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices. India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7 to 7.5 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will be growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. Foreign direct investment (FDI) in India has increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

Source <http://www.ibef.org/economy/indian-economy-overview>

### Industry review

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.156 billion in the period April 2000-September 2015. Real estate is currently the fourth-largest sector in the country in terms of Foreign Direct Investment (FDI) inflows.

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 % to the country's Gross Domestic Product (GDP). In the period FY08-20, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 %. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

Source <http://www.ibef.org/economy/indian-economy-overview>

### Mumbai Real Estate

MMR market showed signs of revival in the second half of FY 2015-16 with residential sales volume increasing by 5% year on year though full year volumes were down 7% year on year. Also, 35% decline in new launches led to improvement in demand-supply scenario; inventory levels improved to 11 quarters compared to 12 quarters last year. While inventory of unsold units in MMR is higher than cities such as Bangalore and Pune, it is much below NCR having inventory level of 17 quarters. Prices remained stable or increased marginally across most of the micro-markets. Prices in MMR grew 3% in FY16, higher than NCR (flat y-o-y) and Pune (2%) but were marginally below Bangalore (4%).

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

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

### Government Initiatives

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

- Prime Minister Mr. Narendra Modi approved the launch of Housing for All by 2022. Under the Sardar Patel Urban Housing Mission, 30 million houses will be built in India by 2022, mostly for the economically weaker sections and low-income groups, through public-private-partnership (PPP) and interest subsidy.
- The Government of India has relaxed the norms to allow Foreign Direct Investment (FDI) in the construction development sector. FDI limits for townships and settlement development projects have been raised to 100%. Real estate projects within the Special Economic Zone are also permitted (100 percent FDI). This move should boost affordable housing projects and smart cities across the country.
- The Securities and Exchange Board of India has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts. This move will enable easier access to funds for cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.
- The Government of Maharashtra announced a series of measures to bring transparency and increase the ease of doing business in the real estate sector.
- The Real Estate (Regulation & Development) Act 2016, which seeks to protect home-buyers as well as help boost investments in the real estate industry was enacted in May 2016.

### Opportunities and challenges:

#### Opportunities

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

#### Challenges

While the management is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labour force
- Increased cost of manpower
- Rising cost of construction
- Growth in auxiliary infrastructure
- Over-regulated environment

#### Risks and concerns

- **Market price fluctuation**

The performance of your Company may be affected by the sales realizations of its projects. These prices are driven by prevailing market conditions, the nature and location of the projects, and other factors such as brand and reputation and the design of the projects. Your company follows a prudent business model and tries to ensure steady cash flow even during adverse pricing scenario.

- **Sales volume**

The volume of bookings depends on the ability to design projects that will meet customer preferences, getting various approvals in time, general market factors, project launch and customer trust in entering into sale agreements well in advance of receiving possession of the projects. Your Company sells its projects in phases from the time it launches the project, based on the type and scale of the project and depending on market conditions

#### Outlook

FY2016 outlook would be governed by the implementation of REIT Regulations, the proposed New Real Estate Bill and the New Development Plan for Mumbai. We expect FY2016-17 to be the start of growth year for the Indian economy as a whole in view of various measures being taken by the new government to boost manufacturing and infrastructure development in the country. Economists expect India's GDP growth in the range of 7.0-8.0% for FY2016-17. Your company will target to ensure steady operations and deliver high quality projects for its customers.

#### 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.

### 5. 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 are given in form AOC-2 which is furnished in **Annexure I** and forms part of this report.

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

**6. CHANGES IN SHARE CAPITAL**

During the financial year 2015-16, there has been no change in the equity share capital of the Company.

**7. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Appointment**

Mr. Umashankar Hegde, Mr. Maninder Singh Chhabra & Mr. Bhushan Shah were appointed as Additional Directors on the Board of the Company on 28th October, 2015, 3rd February, 2016 & 6th July, 2016 respectively and hold office upto the date of the ensuing Annual General Meeting. Your Company has received notices from shareholders along with requisite deposits proposing their candidatures for appointment as Directors at the ensuing Annual General Meeting.

Mr. Mahesh Thakur was appointed as Chief Executive Officer of the Company with effect from 14th August, 2015. Mr. Varun Shah was appointed as Company Secretary and Compliance Officer w.e.f 3<sup>rd</sup> September, 2016.

Mr. Narinder Pal Singh and Mr. A.L.Ananthanarayanan continued to be Directors of the Company during the year under review.

Mr. Rameshchandra Chechani continues to be the Chief Financial Officer of the Company

**Re-appointment**

As per the provisions of the Companies Act, 2013, Ms. Smita Ghag would retire at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

**Resignation**

Mr. Sagar Gawde and Mr. Santosh Kumar Ojha resigned as Independent Directors of the Company with effect from 30th July, 2015 and 08 April, 2016 respectively.

Mr. Deepak Chitnis resigned as the Director of the Company w.e.f 18th January, 2016.

Further Mr. Pinkesh Shah was re-appointed as the Manager of the Company w.e.f 28th May, 2015. However, due to his preoccupations, he resigned as Manager and Chief Executive Officer (CEO) of the Company w.e.f 14th August, 2015.

Mr. Abhijeet Shinde resigned as the Company Secretary and Compliance officer of the Company w.e.f 21<sup>st</sup> October, 2015 and in his place Ms. Ami Parikh was appointed as the Company Secretary and Compliance officer of the Company w.e.f. 3<sup>rd</sup> November, 2015 who resigned on 2<sup>nd</sup> August, 2016.

**8. BOARD MEETINGS**

During the financial year 2015-2016, 6 (Six) Board meetings were held on 28<sup>th</sup> April, 2015, 14<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 16<sup>th</sup> September, 2015, 3<sup>rd</sup> November, 2015 and 3<sup>rd</sup> February, 2016. The intervening gap between two meetings was within the period specified in the Companies Act 2013 and the Secretarial Standard. Details of meeting attended by Director are as below:

Sr. No.	Name of Director(s)	Category	Number of Meetings which director was entitled to attend	Total no. of board meetings attended
1.	Smita Ghag	Chairperson & Non-Executive Director	6	6
2.	Narinder Pal Singh	Non-Executive Director	6	3
3.	Ananthanarayanan Ariyanaya Kipuram Lakshminarayanan	Non-Executive Director	6	3
4.	Deepak Chitnis <sup>1</sup>	Non-Executive Director	5	5
5.	Sagar Gawde <sup>2</sup>	Independent Director	2	2
6.	Santosh Kumar Ojha <sup>3</sup>	Independent Director	6	3
7.	Umashankar Hegde	Additional Director (Categorized as Independent Director)	2	2
8.	Maninder Chhabra <sup>4</sup>	Additional Director	-	-

<sup>1</sup> Mr. Deepak Chitnis resigned as Director of the Company w.e.f. 18<sup>th</sup> January, 2016

<sup>2</sup> Mr. Sagar Gawde resigned as an Independent Director of the Company w.e.f 30<sup>th</sup> July 2015

<sup>3</sup> Mr. Santosh Kumar Ojha resigned as an Independent Director of the Company w.e.f. 8<sup>th</sup> April, 2016.

<sup>4</sup> Mr. Maninder Chhabra was appointed as a Director of the Company w.e.f. 3<sup>rd</sup> February, 2016

**9. COMMITTEES OF THE BOARD**

The details of various Committees constituted by the Board of Directors of the company are given hereunder:

**A. Audit Committee**

The Audit Committee has been constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and in accordance with the provisions of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The details in respect of the composition, number of meetings held and attended by the members of the Audit Committee during the financial year ended 31st March, 2016 are given in the Corporate Governance Report appended to this Annual Report.

**B. Nomination and Remuneration Committee:**

In accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Board has constituted Nomination and Remuneration Committee (NRC). The details in respect of the composition, number of meetings held and attended by the members of the Nomination and Remuneration Committee during the financial year ended 31<sup>st</sup> March, 2016 are given in the Corporate Governance Report appended to this Annual Report. The Board on recommendation of the Nomination and Remuneration Committee has approved a policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Companies Act, 2013. The Policy on Directors appointment and remuneration for Directors, Key Managerial Personnel, Senior Management Personnel including policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors is attached herewith as **Annexure II**.

**C. Corporate Social Responsibility Committee**

The Board of Directors of your Company has constituted Corporate Social Responsibility Committee and also approved its terms of reference in line with the provisions of Section 135 of the Companies Act, 2013 read together with the Rules made thereunder. The details in respect of the composition, number of meetings held and attended by the members of the Corporate Social Responsibility Committee during the financial year ended 31<sup>st</sup> March, 2016 are given in the Corporate Governance Report appended to this Annual Report.

The details required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in CSR Report appended as **Annexure III** to this Report.

The brief outline of the initiatives undertaken by the Company on CSR activities are set out in **Annexure III** of this Report. The CSR Policy of the Company is also annexed to this Report as **Annexure III**.

**D. Stakeholders Relationship Committee:**

The Board has already constituted Stakeholders Relationship Committee in accordance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The details in respect of the composition, number of meetings held and attended by the members of the Stakeholders Relationship Committee during the financial year ended 31<sup>st</sup> March, 2016 are given in the Corporate Governance Report appended to this Annual Report.

**10. DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

The Company has received and taken on record declaration from the Independent Directors of the Company in accordance to Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**11. BOARD EVALUATION**

During the year, in terms of the requirements of the Companies Act, 2013, the Board carried out the evaluation of the Board as a whole, Board Committees and Directors. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations etc. A separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

The performance evaluation of the Non-Executive Directors (other than Independent Directors) was carried out by the Independent Directors at their meeting held on 17<sup>th</sup> March, 2016.

The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors.



Based on the outcome of the evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees.

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

The disclosure on the details of remuneration to directors and other employees pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been annexed herewith as **Annexure IV**.

Since there are no employees on the roll of the Company, the requirement of disclosing the details of employees pursuant to Rule (5)(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

**13. 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 V**.

**14. AUDIT & AUDITORS**

**a. Report on Statutory Audit**

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**b. Statutory Auditors**

M/s. Shanker and Kapani, Chartered Accountants were appointed as Statutory Auditors at the 51<sup>st</sup> Annual General Meeting for the period of 5 years subject to ratification by members at every Annual General Meeting held thereafter. However M/s Shanker and Kapani, Chartered Accountants vide their letter dated 3<sup>rd</sup> September, 2016 resigned as Auditors of the Company.

In accordance with the provisions of Section 139 (8) of the Companies Act, 2013, the Board of Directors of the Company at its Meeting held on September 3, 2016 have filled the casual vacancy caused by their resignation and have recommended the appointment of M/s MZSK & Associates, Chartered Accountants as the Statutory Auditors of the Company who shall hold office till the conclusion of the 53<sup>rd</sup> Annual General Meeting.

M/s. MZSK & Associates is a leading Chartered Accountancy Firm in India and is the Member Firm of BDO International, which has presence in 6 cities in India viz. Mumbai, Pune, New Delhi - Gurgaon, Bengaluru, Hyderabad and Aurangabad with a team of 13 Partners and over 280 Employees which includes Chartered Accountant's, Advocates, Company Secretaries and Articles.

The firm serves several Multinational Companies and Indian Corporates across all industries in Technology, Services, Real Estate, Manufacturing & Distribution Segments providing integrated advice and support.

Further, the Board of Directors of the Company have recommended the appointment of M/s. MZSK & Associates, Chartered Accountants as the Statutory Auditors of the Company for period of five years, from the conclusion of the 53<sup>rd</sup> Annual General Meeting till the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 53<sup>rd</sup> Annual General Meeting).

A proposal seeking their appointment has been incorporated in the Notice of the Annual General Meeting

**c. Internal Audit**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and as per the recommendation of the Audit Committee, the Board of Directors appointed Mr. Parag Parekh, Chartered Accountant, Mumbai as an Internal Auditor of the Company. The Internal Audit Team monitors and evaluates the efficiency and adequacy of internal control systems in the Company. Significant Observations and Corrective actions given by the Internal Audit Team are presented to the Audit Committee from time to time.

**d. Secretarial Audit**

M/s. Shraavan A. Gupta and Associates, (Membership No. A27484, CP No. 9990) Practicing Company Secretary has been appointed as the Secretarial Auditor of the Company to carry out Secretarial Audit for the financial year

2015-16. The Secretarial Audit Report issued by M/s Shravan A. Gupta and Associates in form MR-3 for the financial year 2015-16 forms part of this report and is annexed as **Annexure VI**. The said report does not contain any observation or qualification requiring explanation or comments from the Board under the Section 134(3) of the Companies Act, 2013.

**e. Cost Audit**

Pursuant to the provisions of Section 148 of Companies Act, 2013 read with Notification/Circulars issued by the Ministry of Corporate Affairs from time to time and as per the recommendation of the Audit Committee, the Board of Directors appointed Mr. Dushyant C. Dave, (Membership No: 7759) as the Cost Auditor to conduct the audit of cost records of the Company for the financial year 2015-16.

**15. LOANS, GUARANTEES, SECURITIES AND INVESTMENT**

The Company is engaged in the business of providing “infrastructural facilities” as defined in Schedule VI of the Companies Act 2013 and therefore the provisions of Section 186 are not applicable to any loans and, guarantee given or security provided by the Company in terms of exemption provided u/s 186(11) (a).

During the financial year ended 31<sup>st</sup> March, 2016, the Company has not made any Investments.

The disclosures w.r.t Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Loans and Advances to related parties is given in the Financial Statements (Refer Note 23 (9) of the Financial Statements)

**16. HOLDING ,SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY**

The Company continues to be the subsidiary of Anantnath Constructions And Farms Pvt. Ltd., which in turn is the subsidiary of Lodha Developers Private Limited. Sambhavnath Infrabuild and Farms Private Limited is the Ultimate holding Company.

During the financial year ended 31<sup>st</sup> March, 2016, the Company did not have any subsidiaries, joint venture and associate Companies.

**17. 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.

Pursuant to the requirements of Section 134(3)(n) of the Companies Act, 2013, the Company has also put in place "Risk Management Policy".

**18. 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 defectiveness of frauds etc.

**19. 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.

**20. 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>

**21. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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

**22. 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 31<sup>st</sup> March, 2016 is annexed to and forms part of the Corporate Governance Report, appended to this Annual Report.

**23. 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.

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

<b>(A)</b>	<b>Conservation of energy</b>	
a)	Energy conservation measures taken	(i) Use of variable frequency drives for all its elevators and air-conditioning equipment. (ii) Occupation censor controlled lighting and air-conditioning through home automation in its projects. (iii) At all its major projects electrical designs have been fine tuned to contain the voltage drop to less than 5%. (iv) 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) Censor controlled lighting and air-conditioning through home automation. (iii) Solar water heaters and solar powered street lights.
c)	Steps taken for utilizing alternate source of energy	Same as Above
d)	Impact of measures for reduction of energy consumption	Reduction in overall maximum demand for the electricity in all its projects and consequent energy saving benefits to the residents.
e)	Environment protection	(i) Minimise use of paper in its offices across all sites.

<b>B Technology Absorption</b>	
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**

During the financial year ended 31<sup>st</sup> March, 2016, the total foreign exchange used was Nil and the total foreign exchange earnings was Rs. 73.92 lakhs

**25. SUSPENSION IN TRADING OF EQUITY SHARES OF THE COMPANY**

The trading in the Equity Shares of the Company is suspended on BSE Limited and CSE Limited.

The Company is in the process of completing all pending Corporate Actions with BSE Limited, in order to revoke the suspension of trading in the Equity Shares of the Company. Also, as a prerequisite, the Company has obtained ISIN (Permanent ISIN: INE166R01015) from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for all shares listed on BSE Limited i.e. 2,00,00,000 Equity Shares for providing dematerialisation facility to the Shareholders of the Company.

**26. GENERAL**

Your Directors state that for the financial year ended March 31, 2016 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, 2016 and the date of this report
- d. The Company has not accepted any deposits during financial year 2015-16.
- 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 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 2015-16, 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 2015-16
- i. The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme during the financial year 2015-16.

**27. 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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 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 : 3<sup>rd</sup> September, 2016**  
**Place : Mumbai**

**Maninder Chhabra**  
**Director**  
**DIN: 02630680**

**Smita Ghag**  
**Director**  
**DIN: 02447362**

**FORM AOC-2**

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

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

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

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

Name(s) of the related party and nature of relationship	Bakelite Hylam Limited (Mr. Narinder Pal Singh Director of the Company is also a Director on the Board of this Company and holds more than 2% of Shareholding in this Company)
Nature of contracts/arrangements/transactions	Availing or Rendering Services as per Clause (iv) of Section 188 (3) of the Companies Act, 2013
Duration of the contracts / arrangements/transactions	-
Salient terms of the contracts or arrangements or transactions including the value, if any	Consultancy Services with Bakelite Hylam Limited relating to Real Estate Projects of the Company for an amount not exceeding Rs. 5 crores.
Justification for entering into such contracts or arrangements or transactions	The Company was earlier part of the Bakelite Hylam Ltd Group and hence Bakelite Hylam Ltd had an understanding of the business requirements of the Company. Hence the Company had availed consultancy services from Bakelite Hylam Ltd for its real estate project. The availment of these services by the Company is at arm's length basis.
Date(s) of approval by the Board	28th January, 2015
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A

Note:- The above said transaction was at arm's length basis but since it was not in ordinary course of business, the same has been disclosed herein.

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ Transactions	Value Rs. (in Lakhs)	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
<b>NIL</b>							

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

Date : 3<sup>rd</sup> September, 2016  
Place : Mumbai

**Maninder Chhabra**  
Director  
DIN: 02630680

**Smita Ghag**  
Director  
DIN: 02447362

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES****Background & Objectives:**

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

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

**Objective and Role of Committee:**

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

**Definitions:**

“**Act**” means the Companies Act, 2013 and rules thereunder.

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

“**Company**” means National Standard (India) Limited.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“**Director**” means a director appointed to the Board of a Company.

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

“**Policy**” means Nomination and Remuneration Policy.

“**Key Managerial Personnel**” (**KMP**) means:

- a. Chief Executive Officer or the Managing Director or the Manager

- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

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

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

### **Composition**

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

### **Frequency of Meetings:**

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

### **Committee Member’s Interest:**

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives , as it considers appropriate, to be present at the meetings of the Committee.

### **Voting:**

- Matters arising for determination at Committee meetings shall be decided by a majority of votes Members and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

### **Appointment– Criteria Identification**

- The Committee shall identify and ascertain the integrity, professional qualification, expertise and experience of the person, who is proposed to be appointed as a Director, KMP or at a Senior Management level and appropriate recommendation shall be made to the Board with respect to his/her appointment. However the Committee while identifying person, who is proposed to be appointed as a Director, KMP or at a Senior Management level, may identify and appoint the employees of the group companies.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment as KMP, Senior Management Personnel of the Company. The Committee, on the recommendation of Human Resource Department (HR Department), if required, shall have the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- Appointment of Independent Directors shall be subject to the provisions of Section 149 of the Act read with schedule IV and rules made thereunder. Before appointment as Independent Director, the Committee shall satisfy itself that the proposed person satisfies the criteria of independence as stipulated under Section 149(6) of the Act.
- Appointment of Directors on the Board of a Company shall be subject to the recommendation made by the Committee. However, the decision of the Board with respect to appointment of a Director shall be final.



- Appointment of Managing Director and Whole-time Director shall be subject to provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V and rules made there under. The Committee shall ensure that a person shall not occupy position as a Managing Director/Whole-time Director beyond the age of seventy years, unless his appointment is approved by a special resolution passed by the Company in general meeting. No re-appointment shall be made earlier than one year before the expiry of term.
- No person shall be eligible to be appointed as a Director, if he/she is subject to any disqualifications as stipulated under the Companies Act, 2013 or any other law(s) for the time being in force.

### **Removal:**

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

### **Retirement:**

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

### **Evaluation:**

#### **A) Independent Directors/Non-Executive Directors**

The Committee shall carry out evaluation of performance of Independent Directors/Non-Executive Directors every year ending 31<sup>st</sup> 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 31<sup>st</sup> 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 31<sup>st</sup>, 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.

REPORT ON CSR ACTIVITIES/INITIATIVES

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

Sr. No.	Particulars	Details						
1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects and programs	<p>The Policy emphasizes initiatives in specific areas of social development that would include primary and secondary education, skills development, vocational training, health and hygiene, preventive health care and sanitation, women empowerment, environment and ecological protection, character building by providing training opportunities in sports and cultural activities etc.</p> <p>The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the Company's website at the web-link : <a href="http://www.nsil.net.in/pdf/Corporate%20Social%20Responsibility%20Policy.pdf">http://www.nsil.net.in/pdf/Corporate%20Social%20Responsibility%20Policy.pdf</a></p>						
2.	Present Composition of the CSR Committee	<table> <tr> <td>Ms. Smita Ghag</td> <td>Chairperson</td> </tr> <tr> <td>Mr. Umashankar Hegde</td> <td>Member</td> </tr> <tr> <td>Mr. Bhushan Shah</td> <td>Member</td> </tr> </table>	Ms. Smita Ghag	Chairperson	Mr. Umashankar Hegde	Member	Mr. Bhushan Shah	Member
Ms. Smita Ghag	Chairperson							
Mr. Umashankar Hegde	Member							
Mr. Bhushan Shah	Member							
3.	Average Net Profit of the Company for last three financial years	Rs. 40,04,68,333/-						
4.	Prescribed CSR Expenditure (two percent of the amount as per item 3 above)	Rs. 80,09,367/-						
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:	<table> <tr> <td>Rs. 81,00,000/-</td> </tr> <tr> <td>Nil</td> </tr> <tr> <td>Refer Annexure A</td> </tr> </table>	Rs. 81,00,000/-	Nil	Refer Annexure A			
Rs. 81,00,000/-								
Nil								
Refer Annexure A								
6.	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.	NA						

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

**Ms. Smita Ghag**  
**Chairperson of CSR Committee**  
**DIN: 02447362**

**Mr. Umashankar Hegde**  
**Member**  
**DIN:06797098**

**NATIONAL STANDARD (INDIA) LIMITED**

**Annexure A**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs sub heads: (1) Direct Expenditure on projects and programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1	Donation given to the Trust for promoting education and undertaking other community welfare measures such as imparting vocational training, etc	Vocational Training Programs {Schedule VII(ii)}	Mumbai, Maharashtra	Rs. 80,09,367/-	Rs. 81,00,000/-	Rs. 81,00,000/-	Implementing Agency
		<b>Total</b>		<b>Rs. 80,09,367</b>	<b>Rs. 81,00,000</b>	<b>Rs. 81,00,000</b>	

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

**Annexure-III**

**Corporate Social Responsibility Policy**

**A. Preamble :**

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

**B. Policy Objective :**

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

**C. Scope and Implementation of CSR :**

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

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

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

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

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

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

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

**D. Composition and Quorum of CSR Committee :**

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

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

**E. Scope of CSR Committee is as under:**

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

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

**F. Areas of CSR activities:**

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

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation

and making available safe drinking water;

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

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

**G Budget**

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

**H. Dissemination of information of CSR activities :**

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

**I. Monitoring :**

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

**J. Reporting Framework**

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

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

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

- (i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 are given as under:

<b>Sr. No</b>	<b>Name of Director / KMP and Designation</b>	<b>Period</b>	<b>Remuneration of Director / KMP for financial year 2015-16 (Amount in Rs.)</b>	<b>% increase in remuneration in the financial year 2015-16</b>	<b>Ratio of remuneration of each Director to the median remuneration of employees#</b>
1.	Maresh Thakur* Chief Executive Officer	14 <sup>th</sup> August, 2015 to 31 <sup>st</sup> March, 2016	46,90,668/-	N.A.#	N.A.##
2.	Ramesh Chechani* Chief Financial Officer	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016	64,99,403/-	2.38%	N.A.##
3.	Abhijeet Shinde* Company Secretary	1 <sup>st</sup> April, 2015 to 21 <sup>st</sup> October, 2015	3,85,208/-	13.22%	N.A.##
4.	Ami Parikh* Company Secretary	3 <sup>rd</sup> November, 2015 to 31 <sup>st</sup> March, 2016	5,30,481/-	N.A.#	N.A.##

\* Mr. Maresh Thakur, Chief Executive Officer, Mr. Ramesh Chechani, Chief Financial Officer and Mr. Abhijeet Shinde and Ms. Ami Parikh, Company Secretary are not on the payroll of the Company and are deputed by Group Companies. Their remuneration is being reimbursed by the Company to the said Group Companies.

# The percentage increase for remuneration cannot be derived during the financial year 2015-16 for Mr. Maresh Thakur as he was appointed as Chief Executive Officer on 14th August, 2015 and Ms. Ami Parikh who was appointed as Company Secretary on 3rd November, 2015.

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

(ii) There are no employees on the rolls of Company and hence, the percentage increase in the median remuneration of employees of the Company during the financial year ended 31<sup>st</sup> March, 2016 is not applicable;

(iii) Since the Company has not paid any remuneration to any of its managerial personnel either in previous financial year or in current financial year, the point pertaining to average percentage increase / decrease in the salaries of employees other than the managerial personnel is not applicable.

(iv) The affirmation that the remuneration to the Directors, KMP's and other employees is as per the Remuneration Policy is not applicable as the remuneration to above mentioned KMPs is paid by the group companies and later on reimbursed.

(v) Since there are no employees on the rolls of the Company, the Company is not required to disclose the details of employees pursuant to Rule (5)(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2016

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**

i)	CIN	:	L27109MH1962PLC265959
ii)	Registration Date	:	20-Aug-1962
iii)	Name of the Company	:	National Standard (India) Limited
iv)	Category of the Company	:	Company limited by shares
	Sub-Category of the Company	:	Indian Non-Government Company
v)	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
vi)	Whether listed company	:	Yes
vii)	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	89.59%

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

Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Anantnath Constructions and Farms Pvt Ltd Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45400MH2007PTC173512	Holding Company	73.94%	2(46)
Lodha Developers Private Limited Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45200MH1995PTC093041	Holding Company of Anantnath Constructions and Farms Pvt Ltd	73.94%*	2(46)
Sambhavnath Infrabuild and Farms Private Limited. Address: 412, Floor - 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001	U45200MH2007PTC173517	Ultimate Holding Company	44.83%*	2(46)

## NATIONAL STANDARD (INDIA) LIMITED

Note:

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

### 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 <sup>st</sup> April, 2015				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2016				%Change during The year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
(a) Individual/HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	14788099	14788099	73.94	14788099	-	14788099	73.94	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	14788099	14788099	73.94	14788099	-	14788099	73.94	-
(2) <b>Foreign</b>	-	-	-	-	-	-	-	-	-
(a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Totalshareholding of Promoter and Promoter Group (A) =(A)(1)+(A)(2)</b>	-	14788099	14788099	73.94	14788099	-	14788099	73.94	-
<b>B. Public Shareholding</b>									
1. <b>Institutions</b>									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	90	90	0	-	90	90	0	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
(i) Other (specify)	-	-	-	-	-	-	-	-	-
(j) Foreign Financial Institutional	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	90	90	0	-	90	90	0	-

## NATIONAL STANDARD (INDIA) LIMITED

<b>2. Non-Institutions</b>									
(a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	-	998996	998996	5.00	-	998996	998996	5.00	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	91	67706	67797	0.34	1244	66553	67797	0.34	-
(ii) Individual shareholders holding nominal sharecapital in excess ofRs. 1 lakh	-	4144754	4144754	20.72	-	4144754	4144754	20.72	-
(c) Others (specify)									
1. NRI	-	232	232	0	-	232	232	0	-
2. Foreign National	-	32	32	0	-	32	32	0	-
3. Clearing Member	-	-	-	-	-	-	-	-	-
4. OCB	-	-	-	-	-	-	-	-	-
5. Trust	-	-	-	-	-	-	-	-	-
6. Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
7. Foreign Body Corporate	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>91</b>	<b>5211720</b>	<b>5211811</b>	<b>26.06</b>	<b>1244</b>	<b>5210567</b>	<b>5211811</b>	<b>26.06</b>	<b>-</b>
<b>Total PublicShareholding (B)=(B)(1)+(B)(2)</b>	<b>91</b>	<b>5211810</b>	<b>5211901</b>	<b>26.06</b>	<b>1244</b>	<b>5210567</b>	<b>5211811</b>	<b>26.06</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total(A+B+C)</b>	<b>91</b>	<b>19999909</b>	<b>20000000</b>	<b>100</b>	<b>14789343</b>	<b>5210657</b>	<b>20000000</b>	<b>100</b>	<b>-</b>

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2015)			Shareholding at the end of the year (31 <sup>st</sup> March, 2016)			% 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 (please specify, if there is no change)

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	01-04-2015	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	31-03-2016	14788099	73.94	14788099	73.94

## NATIONAL STANDARD (INDIA) LIMITED

### (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 totalshares of thecompany	No. of shares	% of totalshares of thecompany
1	Gurpreet Kaur Shinh					
	a) At the beginning of the year	01-04-2015	1314118	6.57	1314118	6.57
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			1314118	6.57
2	Niharika Realtors Private Limited					
	a) At the beginning of the year	01-04-2015	990486	4.95	990486	4.95
	b) Changes during the year					
	i) Date and Reason	29-02-2016	15	0.00	990501	4.95
		Purchase				
	c) At the end of the year	31-03-2016			990501	4.95
3	A L Ananthanarayanan					
	a) At the beginning of the year	01-04-2015	879828	4.40	879828	4.40
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			879828	4.40
4	N P S Shinh					
	a) At the beginning of the year	01-04-2015	687495	3.44	687495	3.44
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			687495	3.44
5	Ramnika Singh					
	a) At the beginning of the year	01-04-2015	507611	2.54	507611	2.54
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			507611	2.54
6	Narinder Pal Singh					
	a) At the beginning of the year	01-04-2015	248567	1.24	248567	1.24
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			248567	1.24
7	Manita Shinh					
	a) At the beginning of the year	01-04-2015	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			122500	0.61
8	Amrita Shinh					
	a) At the beginning of the year	01-04-2015	122500	0.61	122500	0.61
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			122500	0.61
9	Mangala Ananthanarayanan					
	a) At the beginning of the year	01-04-2015	120000	0.60	120000	0.60
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			120000	0.60
10	Arundhati Maya Subramoney-U/G Mangala Ananthanarayanan					
	a) At the beginning of the year	01-04-2015	50000	0.25	50000	0.25
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			50000	0.25
11	'Aditi Kamala Subramoney-U/G Mangala Ananthanarayanan					
	a)At the beginning of the year	01-04-2015	50000	0.25	50000	0.25
	b)Changes during the year	NIL				
	c)At the end of the year	31-03-2016			50000	0.25
12	Gurpreet Kaur Shinh					
	a) At the beginning of the year	01-04-2015	24244	0.12	24244	0.12
	b) Changes during the year	NIL				
	c) At the end of the year	31-03-2016			24244	0.12

## NATIONAL STANDARD (INDIA) LIMITED

### (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	01-04-2015	2250180*	11.25%	2250180*	11.25%
	b) Changes during the year	NIL	NIL			
	c) At the end of the year	31-03-2016			2250180*	11.25%
2	Anantha narayanan Ariya nayakipuram Lakshminarayanan	Director				
	a) At the beginning of the year	01-04-2015	887896*	4.44%	887896*	4.44%
	b) Changes during the year	NIL	NIL			
	c) At the end of the year	31-03-2016			887896*	4.44%

\* Includes Shares held jointly.

### V. INDEBTEDNESS

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Debentures	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount	1,376,797,377	-	119,586,739	-	1,496,384,116
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	2,883,629	-	2,883,629
Total (i+ii+iii)	1,376,797,377	-	122,470,368	-	1,499,267,745
Change in Indebtedness during the financial year					
• Addition	-	-	1,002,373,742	-	1,002,373,742
• Reduction	(431,600,899)	-	(923,506,230)	-	(1,355,107,129)
Net Change	(431,600,899)	-	78,867,512	-	-352,733,387
Indebtedness at the end of the financial year					
i) Principal Amount	945,196,478.00	-	198,454,251	-	1,143,650,729
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	3,161.00	-	32,560,206	-	32,563,367
Total (i+ii+iii)	945,199,639.00	-	231,014,457	-	1,176,214,096

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under	NIL	
2.	Stock Option		
3.	Sweat Equity		
4.	Commission		
	- as % of profit		
	- others,specify...		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors		
	◦ Fee for attending board / committee meetings		
	◦ Commission		
	◦ Others, please specify		
	Total (1)	NIL	
2.	Other Non-Executive Directors		
	◦ Fee for attending board / committee meetings		
	◦ Commission		
	◦ Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

## NATIONAL STANDARD (INDIA) LIMITED

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

(Amount in Rs.)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	Company Secretary	Total
1	Gross salary*	46,90,668	64,99,403	9,15,689	1,21,05,760
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NIL	NIL	NIL
2	Stock Option	NA	NIL	NIL	NIL
3	Sweat Equity	NA	NIL	NIL	NIL
4	Commission				
	- as % of profit				
	- others, specify...	NA	NA	NA	NA
5	Others, please specify	NA	NA	NA	NA
	Total	46,90,668	64,99,403	9,15,689	1,21,05,760

Mr. Ramesh Chechani, Chief Financial Officer, Mr. Abhijeet Shinde (Rs. 3,85,208/-) and Ms. Ami Parikh (Rs. 5,30,481/-), Company Secretary and Mr. Mahesh Thakur, Chief Executive Officer are not on the payroll of the Company and are deputed by the Group Companies Their remuneration is being reimbursed by the Company to the Group Companies.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>			NIL		
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2016*[Pursuant to section 204(1) of the Companies Act, 2013 and rule**No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To

The Board of Directors

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

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

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2016, complied with the statutory provisions listed hereunder 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 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act 2013 and the Rules made thereunder ;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iv) Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the period under Review**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable during the period under Review**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the period under Review**
  - (e) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements )Regulations, 2015;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable during the period under Review**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable during the period under Review**



(vi) The other laws as are applicable specifically to the Company *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 Listed and Calcutta Stock Exchange of India Limited,

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

**We Further report that, during the year under review:**

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

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

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

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

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

Place: Mumbai  
Date: 3<sup>rd</sup> September, 2016

**REPORT ON CORPORATE GOVERNANCE****1. Company's philosophy on Code of Governance**

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

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

This Chapter reports the Company's compliance with the Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations) as given below:

**2. Board of Directors – Composition and Particulars of Directors****• Composition of the Board**

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

As on 31<sup>st</sup> March, 2016, the Board of Directors of the Company ("the Board") comprised of 6 (six) Non- Executive Directors, out of which 2 (two) were Independent directors and 1 (one) women Director.

Mr. Santosh Kumar Ojha resigned as an Independent Director of the Company w.e.f. April 8, 2016 and Mr. Bhushan Shah was appointed as an Additional Director (in the category of Independent Director) w.e.f. July 6, 2016.

All the Directors possess the requisite qualifications and experience in general corporate management, finance, and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

None of the Directors of the Company are related to each other.

**• Board Meetings/ Annual General Meeting**

The Board of Directors met six times during the financial year 2015-2016. The Board Meetings were held on 28th April, 2015, 14th May, 2015, 14th August, 2015, 16th September, 2015, 3rd November, 2015 and 3rd February, 2016. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

The previous Annual General Meeting of the Company was held on 30<sup>th</sup> September, 2015.

**• Director's attendance records and details of Directorship / Committee Positions held**

As mandated by SEBI Listing Regulations, none of the Directors of the Company are a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/she is a Director.

Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

None of the Directors of the Company have any pecuniary or business relationship with the Company.

**Table 1** below gives the names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting.

## NATIONAL STANDARD (INDIA) LIMITED

Sr. No	Name of Director(s)	Category	No. of Board meetings held during the year: 6	Attendance in last AGM	As on 31st March 2016		
					Directorship in other companies	Membership and Chairmanship of the committees of the Board of other companies <sup>1</sup>	
					Chairman	Member	
1.	Sagar Gawde (DIN: 02082205)	Independent Director & Chairman (upto 30 <sup>th</sup> July,2015)	2	N.A	N.A	N.A	N.A
2.	Santosh Kumar Ojha (DIN: 02494357)	Independent Director (upto 8 <sup>th</sup> April, 2016)	3	No	5	3	5
3.	Ananthanarayanan Lakshminarayanan (DIN: 00495490)	Non-Executive Director	3	No	5	-	1
4.	Narinder Pal Shinh (DIN: 00023160)	Non-Executive Director	3	No	13	-	3
5.	Deepak Chitnis (DIN:06711033)	Non-Executive Director & Chairman (w.e.f 14 <sup>th</sup> August, 2015) upto 18 <sup>th</sup> January, 2016)	5	Yes	1	-	-
6.	Smita Ghag (DIN:02447362)	Chairperson and Non-Executive Director	6	Yes	8	-	-
7.	Umashankar Hegde (DIN: 06797098)	Independent Director (Appointed w.e.f 21 <sup>st</sup> October, 2015)	2	N.A	4	2	2
8.	Maninder Singh Chhabra (DIN: 02630680)	Non-Executive Director (Appointed w.e.f 3 <sup>rd</sup> February, 2016)	-	N.A	6	-	-
9.	Bhushan Shah (DIN:07484485)	Independent Director (Appointed w.e.f 6 <sup>th</sup> July, 2016)	N.A	N.A	-	-	-

<sup>1</sup> For the purpose of considering the limit of Committee memberships and chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered

The particulars of Directors seeking appointment/ re-appointment has been annexed to the Notice of Annual General Meeting.

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

S.No	Name of the Director	No. of Shares held
1.	Sagar Gawde(DIN: 02082205)	Nil
2.	Santosh Kumar Ojha(DIN: 02494357)	Nil
3.	Ananthanarayanan Lakshminarayanan(DIN: 00495490)	887896*
4.	Narinder Pal Shinh (DIN: 00023160)	2250180*
5.	Deepak Chitnis(DIN:06711033)	Nil
6.	Smita Ghag(DIN:02447362)	Nil
7.	Umashankar Hegde(DIN: 06797098)	Nil
8.	Maninder Singh Chhabra (DIN: 02630680)	Nil
9.	Bhushan Shah(DIN:07484485)	Nil

\* Includes Shares held Jointly. Further, none of the Directors holds any convertible instruments.

- **Information to the Board**

A detailed agenda folder is sent to each Director seven days in advance of the Board Meetings. All matters which statutorily require the approval of the Board are put up for consideration of the Board. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take Informed decisions.

The Board also periodically reviews compliance reports of all laws applicable to the Company, prepared by the Management as well as steps taken by the Company to rectify instances of non-compliances, if any.

- **Familiarisation Programmes**

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

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

- **Performance Evaluation and Independent Directors Meeting**

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

The performance evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

### 3. **Code of Conduct**

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

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

All the members of the Board and the Senior Management have affirmed compliance with the Code of Conduct as on 31<sup>st</sup> March, 2016 and a declaration to that effect signed by Mr. Mahesh Thakur, Chief Executive Officer of the Company is enclosed and forms a part of this report.

### 4. **Committees of the Board:**

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

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

Details of the role and composition of these Committees, including the number of meetings held during the financial year 2015-16 and attendance at meetings, are provided below:-

#### A. **Audit Committee**

- **Terms of Reference**

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

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

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
3. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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

• **Powers of Audit Committee**

The Audit Committee has the following powers:

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

• **Composition, meetings and attendance**

The Audit Committee met four times during the financial year 2015-16. The Audit Committee Meetings were held on 28th April, 2015, 14th August, 2015, 3rd November, 2015, and 3rd February, 2016 respectively.

The composition of the Audit Committee during the financial year 2015-16 and attendance of Members at the Meetings held thereat is given below:

Sr.No.	Name of the member	Designation	Category	No. of meetings attended
1.	Sagar Gawde <sup>1</sup>	Independent Director	Chairman (upto 30 <sup>th</sup> July 2015)	1
2.	Santosh Kumar Ohja <sup>3</sup>	Independent Director	Chairman (from 14 <sup>th</sup> August till 3 <sup>rd</sup> November 2015)	4
3.	Smita Ghag	Non-Executive Director	Member	4
4.	Deepak Chitnis <sup>2</sup>	Non-Executive Director	Member	1
5.	Umashankar Hegde <sup>4</sup>	Independent Director	Chairman (from 3 <sup>rd</sup> November 2015)	1

<sup>1</sup> Mr. Sagar Gawde resigned as the Director of the Company w.e.f 30<sup>th</sup> July 2015 and consequently ceased to be the Member and Chairman of the Committee.

- <sup>2</sup> Mr. Deepak Chitnis was inducted as member of the Committee w.e.f 14<sup>th</sup> August, 2015. He ceased to be the member of the Committee w.e.f 4<sup>th</sup> November, 2015
- <sup>3</sup> Mr. Santosh Kumar Ohjawas appointed as the Chairman in place of Mr. Sagar Gawde w.e.f 14<sup>th</sup> August, 2015. Further he ceased to be the Chairman w.e.f 3<sup>rd</sup> November, 2015.
- <sup>4</sup> Mr. Umashankar Hegde was appointed as the Chairman of the Audit Committee on 3<sup>rd</sup> November, 2015.

• **Present Composition of the Audit Committee**

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

- i) Mr. Umashankar Hegde – Chairman
  - ii) Ms. Smita Ghag – Member
  - iii) Mr. Bhushan Shah - Member
- Mr. Santosh Kumar Ojha has resigned as a Director of the Company w.e.f. 8<sup>th</sup> April 2016 and consequently ceased to be the Member of the Audit Committee.
  - Mr. Bhushan Shah was appointed as the Member of the Audit Committee on 13<sup>th</sup> July 2016.

All the members of Audit Committee are financially literate.

The Company Secretary acts as the secretary to the Committee.

The Chairman of the Audit Committee was present at the Annual General Meeting to answer shareholder queries.

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

**B. Nomination and Remuneration Committee:**

• **Terms of Reference of the Committee**

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

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

• **Composition, meetings and attendance**

The Nomination and Remuneration Committee met twice during the financial year 2015-16. The Meetings were held on 14<sup>th</sup> August, 2015 and 21<sup>st</sup> October, 2015.

## NATIONAL STANDARD (INDIA) LIMITED

The composition of the Nomination and Remuneration Committee during the financial year 2015-16 together with the attendance of the Members thereat is given as under:

Sr.No.	Name of the member	Designation	Category	No. of meetings attended
1.	Santosh Kumar Ojha <sup>2</sup>	Independent Director	Chairman (from 14 <sup>th</sup> August till 3 <sup>rd</sup> November 2015)	2
2.	Sagar Gawde <sup>1</sup>	Independent Director	Chairman (upto 30 <sup>th</sup> July 2015)	N.A
3.	Smita Ghag	Non-Executive Director	Member	2
4.	Deepak Chitnis <sup>1</sup>	Non-Executive Director	Member	1
5.	Umashankar Hegde <sup>3</sup>	Independent Director	Chairman (from 3 <sup>rd</sup> November 2015)	N.A

<sup>1</sup> Mr. Sagar Gawde resigned as the Director of the Company w.e.f 30<sup>th</sup> July 2015 and consequently ceased to be the Member and Chairman of the Committee.

Mr. Deepak Chitnis was inducted as member of the Committee w.e.f 14<sup>th</sup> August, 2015. He ceased to be the member of the Committee w.e.f 4<sup>th</sup> November, 2015.

<sup>2</sup> Mr. Santosh Kumar Ojha was appointed as the Chairman in place of Mr. Sagar Gawde w.e.f 14<sup>th</sup> August, 2015. Further he ceased to be the Chairman w.e.f 3<sup>rd</sup> November, 2015.

<sup>3</sup> Mr. Umashankar Hegde was appointed as the Chairman of the Nomination and Remuneration Committee on 3<sup>rd</sup> November 2015.

- **Present Composition of the Nomination and Remuneration Committee**

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

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

- Mr. Santosh Kumar Ojha has resigned as a Director of the Company w.e.f. 8<sup>th</sup> April 2016 and consequently ceased to be the Member of the Nomination and Remuneration Committee.

- Mr. Bhushan Shah was appointed as the Member of the Nomination and Remuneration Committee on 13<sup>th</sup> July 2016.

- **Nomination and Remuneration Policy**

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

No remuneration/ sitting fees was paid to any director during the financial year ended 31<sup>st</sup> March, 2016.

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

As on 31<sup>st</sup> March, 2016, Mr. Narinder Pal Singh and Mr. Anantnarayanan Lakshminarayanan holds 22,50,180 and 8,87,896 equity shares respectively. Apart from them, none of the Directors have any shareholding in the Company.

### C. Stakeholders Relationship Committee

- **Scope / Terms of Reference:**

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

- **Composition, meetings and attendance:**

The Stakeholders Relationship Committee members met 4 (four) times during the financial year i.e. on 28<sup>th</sup> April, 2015, 16<sup>th</sup> August, 2015, 3<sup>rd</sup> November, 2015 and 3<sup>rd</sup> February, 2016 to review and redress the investor complaints.

## NATIONAL STANDARD (INDIA) LIMITED

The composition of the Stakeholders Relationship Committee during the financial year 2015-16 together with the attendance of the Members thereat is given as under:

Sr.No.	Name of the member	Designation	Category	No. of meetings attended
1	Sagar Gawde <sup>1</sup>	Independent Director	Chairman (upto 30 <sup>th</sup> July 2015)	1
2	Santosh Kumar Ojha <sup>1</sup>	Independent Director	Chairman (from 14 <sup>th</sup> August till 3 <sup>rd</sup> November 2015)	4
3	Smita Ghag	Non-Executive Director	Member	3
4	Umashankar Hegde <sup>1</sup>	Independent Director	Chairman (from 3 <sup>rd</sup> November 2015)	1

<sup>1</sup> Mr. Sagar Gawde resigned as the Director of the Company w.e.f 30<sup>th</sup> July, 2015 and consequently ceased to be the member & Chairman of the committee.

Mr. Santosh Kumar Ojha was appointed as the member & the Chairman of the Committee on 14<sup>th</sup> August, 2015. He ceased to be the Chairman w.e.f. 3<sup>rd</sup> November 2015.

Mr. Umashankar Hegde was appointed as the Chairman of the Committee on 3<sup>rd</sup> November 2015.

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

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

- i) Mr. Umashankar Hegde – Chairman
  - ii) Ms. Smita Ghag – Member
- Mr. Santosh Kumar Ojha has resigned as a Director of the Company w.e.f. 8<sup>th</sup> April 2016 and consequently ceased to be the Member of the Nomination and Remuneration 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

There were no complaints pending / received during the financial year 2015-16.

### D. Corporate Social Responsibility Committee:

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

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time

The CSR Committee met on 22<sup>nd</sup> May, 2015, 10<sup>th</sup> December, 2015 and 30<sup>th</sup> March, 2016 during the financial year 2015-16.

The composition of the Corporate Social Responsibility Committee during the financial year 2015-16 together with the attendance of the Members thereat is given as under:

Sr.No.	Name	Category	Designation	No. of meetings attended
1.	Ms. Smita Ghag	Non Executive Director	Chairperson (from 3 <sup>rd</sup> November 2015)	3
2.	Mr. Deepak Chitnis	Non Executive Director	Member	1
3	Mr. Sagar Gawde <sup>1</sup>	Independent Director	Member	1
4	Mr. Santosh Kumar Ojha <sup>1</sup>	Independent Director	Chairman (from 14 <sup>th</sup> August till 3 <sup>rd</sup> November 2015)	3
5	Mr. Umashankar Hegde <sup>2</sup>	Independent Director	Member	2

<sup>1</sup> Mr. Sagar Gawde, the member of Committee, resigned as Director w.e.f. 30<sup>th</sup> July, 2015 and consequently ceased to be a member.



## NATIONAL STANDARD (INDIA) LIMITED

Mr. Santosh Kumar Ojha was appointed as Chairman of the Committee on 14<sup>th</sup> August 2015. He ceased as Chairman w.e.f. 3<sup>rd</sup> November 2015

<sup>2</sup> Mr. Umashankar Hegde was appointed as a Member of the Committee on 3<sup>rd</sup> November 2015.

### • Present Composition of the Corporate Social Responsibility Committee

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

- i) Ms. Smita Ghag – Chairperson
  - ii) Mr. Umashankar Hegde – Member
  - iii) Mr. Bhushan Shah - Member
- Mr. Santosh Kumar Ojha has resigned as a Director of the Company w.e.f. 8<sup>th</sup> April 2016 and consequently ceased to be the Member of the Corporate Social Responsibility Committee.
  - Mr. Bhushan Shah was appointed as the Member of the Corporate Social Responsibility Committee on 13<sup>th</sup> July 2016.

## 6. General Body Meetings

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

Financial Year	Date	Venue	Time
2014-15	30.09.2015	Lodha Supremus, Ground Floor, Dr. E. Moses Road, Worli Naka, Worli, Mumbai - 400 018	2.00 P.M
2013-14	17.09.2014	Room No. 6, 4 <sup>th</sup> Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata 700013	1.00 P.M
2012-13	27.09.2013	Room No. 6, 4 <sup>th</sup> Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata 700013	12.00 Noon

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

AGM Date	Item No.	Particulars
30.09.2015	6	Approval of Related Party Transactions under Clause 49 of the Listing Agreement
17.09.2014	8	Authority to Board of Directors to borrow monies under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 2500 Crore.
	9	Authority to Board of Directors for creation of Mortgage, charge, hypothecation, lien and other encumbrances
	10	Authority to Board of Directors to invest /acquire the securities of any body corporate or any other person by way of subscription/purchase or otherwise, upto a sum of Rs. 1000 Crores.
	11	Adoption of new Articles of Association of the Company
	12	To enter into contract or arrangement with the related parties
27.09.2013	-	-

All the aforesaid resolutions were passed with requisite majority

No resolutions were passed during the financial year 2015-16 by way of postal ballot.

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

## 7. Disclosures

### (i) Related Party Transactions

During the financial year 2015-16, apart from the transactions reported in the Notes to accounts and in the Board's Report, there were no related party transactions with the Promoters, Directors, Management, and other Related Parties. None of the contracts/transactions with Related Parties had a potential conflict with the interest

of the Company at large. The interest of Director, if any, in the transactions are disclosed at Board Meetings and the interested Director does not participate in the discussion or vote on such transactions. Details of transactions with related parties are placed before the Audit Committee on a quarterly basis.

The Company has formulated policy for dealing with the Related Party Transactions which are available on the website of the Company i.e. [www.nsil.net.in](http://www.nsil.net.in)

### **ii) Accounting treatment in preparation of the financial statements**

The Company has followed the Accounting Standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, read with Companies (Accounts) Rules, 2014 in preparation of its financial statements.

### **(ii) Compliances by the Company**

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

However, the trading in the Equity Shares of the Company is suspended since 2003.

The Company is in the process of completing all pending Corporate Actions / formalities with BSE Limited, in order to revoke the suspension of trading in the Equity Shares of the Company.

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

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

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

### **(iv) Code for Prevention of Insider Trading Practices**

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

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

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

### **(v) CEO/CFO Certification**

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CEO and the Chief Financial Officer of the Company have submitted a Compliance Certificate for the financial year ended March 31, 2016, which is annexed to this Report.

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

The Company has complied with all the mandatory items of the erstwhile Clause 49 of the Listing Agreement as applicable till November 30, 2015 and the SEBI Listing Regulations from December 01, 2015 onwards.

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

### **(vii) Web-site**

The Company's Web-site <http://www.nsil.net.in> contains a special dedicated section 'Investor Relations' where the

information pertaining to the financial results, shareholding pattern, press release, Corporate Governance, Annual Reports, listing information, policies etc. is available and can be downloaded.

**(viii) Risk management**

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

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

**(ix) CEO/CFO Certification**

A Certificate signed by Mr. Mahesh Thakur (Chief Executive Officer) and Mr. Ramesh Chechani (Chief Financial Officer) was placed before the Board of Directors at its meeting held on 3<sup>rd</sup> September, 2016 in compliance with Clause D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is enclosed and forms part of this report.

**(x) Compliance Certificate**

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

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

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

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

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

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

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

**8. Means of Communication:**

- 1) The quarterly and annual financial results of the Company were published in Financial Express (all editions) and Duranto Barta (Kolkata) newspapers in compliance with the provisions of Clause 41 of the Listing Agreement. However, with effect from 1<sup>st</sup> July, 2015, the quarterly and annual results are published in Financial Express (all editions) and in Apala Mahanagar (Mumbai edition) pursuant to change in situation of the Registered Office of the Company from the state of West Bengal, Kolkata to the State of Maharashtra, Mumbai. As the results of the Company are published in the newspapers, half-yearly reports are not sent to each shareholder.
- 2) The financial results, official news releases are displayed on the Company's website <http://www.nsil.net> in addition to the same being disseminated by the BSE Limited (BSE) on [www.bseindia.com](http://www.bseindia.com) and Calcutta Stock Exchange Limited (CSE) on [www.cse-india.com](http://www.cse-india.com) as the copies of the financial results and official press releases are sent to the stock exchanges from time to time.
- 3) The Management Discussion and Analysis Report forms part of this Annual Report.

**9. General Shareholder Information**

Company Registration Details	The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L27109MH1962PLC265959.
53 <sup>rd</sup> Annual General Meeting	Date: 29 <sup>th</sup> September, 2016 Time: 3.30 P.M.

## NATIONAL STANDARD (INDIA) LIMITED

	Venue: 6 <sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi (E), Mumbai-400011								
Financial Calendar	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016								
Book closure period	24 <sup>th</sup> September, 2016 to 29 <sup>th</sup> September, 2016(both days inclusive)								
Financial reporting for the quarter/year(Tentative and subject to change)	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">30<sup>th</sup> June,2016</td> <td style="width: 50%;">By 14<sup>th</sup>September, 2016</td> </tr> <tr> <td>30<sup>th</sup> September, 2016</td> <td>By 14<sup>th</sup> November, 2016</td> </tr> <tr> <td>31<sup>st</sup> December, 2016</td> <td>By 14<sup>th</sup> February, 2017</td> </tr> <tr> <td>31<sup>st</sup> March, 2017</td> <td>By 30<sup>th</sup> May,2017</td> </tr> </table>	30 <sup>th</sup> June,2016	By 14 <sup>th</sup> September, 2016	30 <sup>th</sup> September, 2016	By 14 <sup>th</sup> November, 2016	31 <sup>st</sup> December, 2016	By 14 <sup>th</sup> February, 2017	31 <sup>st</sup> March, 2017	By 30 <sup>th</sup> May,2017
30 <sup>th</sup> June,2016	By 14 <sup>th</sup> September, 2016								
30 <sup>th</sup> September, 2016	By 14 <sup>th</sup> November, 2016								
31 <sup>st</sup> December, 2016	By 14 <sup>th</sup> February, 2017								
31 <sup>st</sup> March, 2017	By 30 <sup>th</sup> May,2017								
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 2015-16 to both the stock exchanges.								
Stock Code:	<b>BSE: 504882</b> <b>CSE: 24063</b>								
Trading	<p>The trading in the Equity Shares of the Company is suspended on BSE limited and CSE Limited.</p> <p>The Company is in the process of completing all pending Corporate Actions with BSE Limited, in order to revoke the suspension of trading in the Equity Shares of the Company. Also, as a prerequisite, the Company has obtained ISIN (Permanent ISIN: INE166R01015) from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for all shares listed on BSE Limited i.e. 2,00,00,000 Equity Shares for providing dematerialisation facility to the Shareholders of the Company.</p> <p>However, pursuant to SEBI Circular No. CIR/MRD/DP/21/2012 dated 2<sup>nd</sup> August, 2012, temporary ISIN (ISIN: INE8166R01014) has been created for NSDL for crediting shares for which final listing/trading permission from BSE Limited is awaited. Further, the members are informed that Registrar and Transfer Agent (RTA), CB Management Service (P) Limited will confirm the dematerialisation requests in the temporary ISIN and upon receipt of the final listing/trading permission from BSE Limited and upon revocation of suspension, the shares credited in the temporary ISIN will be debited and accordingly the same would get credited in the pre-existing ISIN i.e. permanent ISIN.</p>								
Market price data and performance in comparison to broad based indices such as BSE Sensex	As the trading in shares of the Company is suspended since 3 <sup>rd</sup> February, 2003, current market price data cannot be ascertained and hence the same is not disclosed.								
OutstandingGDRs/ADRs/Warrants/ Convertible Instruments	Not Applicable								
Subsidiary	Since the Company does not have any subsidiary companies, the Company was not required to formulate a policy for determining material subsidiaries, neither disclose the same on the its website.								
Investors correspondence for change in address, change of Bank or any query on Annual Report	<b>Registrar and Transfer Agent</b> CB Management Services (P) Limited P-22,Bondel Road Kolkata 700019 Tel:40116700 / 22806692/94/2486 Email: <a href="mailto:rt_a@cbmsl.com">rt_a@cbmsl.com</a>								

## NATIONAL STANDARD (INDIA) LIMITED

	<p><b>Corporate Office</b></p> <p>10<sup>th</sup> 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</p>		
Registrar and Share Transfer Agent(For both physical and demat - Common Registry)	<p>CB Management Services (P) Limited P-22, Bondel Road Kolkata 700019 Tel: 40116700 / 22806692/94/2486 Email: <a href="mailto:rta@cbmsl.com">rta@cbmsl.com</a></p>		
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 <b>Annexure 'A'</b> and <b>Annexure 'B'</b> given hereunder		
Dematerialization of shares and liquidity	<p>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 30<sup>th</sup> June, 2016, 73.94% of the total equity capital was held in the demat form with CDSL.</p> <p><b>Physical and Demat Shares as on 30<sup>th</sup> June, 2016</b></p>		
		<b>Shares</b>	<b>%</b>
	No. of Shares held in dematerialised form NSDL	-	-
	No. of Shares held in dematerialised form CDSL	1,47,88,265	73.94
	Physical Shares	52,11,735	26.06
	<b>Total</b>	<b>2,00,00,000</b>	<b>100.00</b>
Site location	The Company's project is at Plot No. F/4, Road No. 22, Wagle Industrial Estate, Thane 400604, Maharashtra.		
Registered Office	<p>412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001 CIN:L27109MH1962PLC265959 Website: <a href="http://www.nsil.net">www.nsil.net</a> Email:Investors.nsil@lodhagroup.com Tel: +9122 23024517 Fax: +9122 23024550</p>		

## NATIONAL STANDARD (INDIA) LIMITED

### Annexure 'A'

#### Distribution of shareholding as on 31st March, 2016

Range	No. of Shareholders	%	No. of Shares	%
1- 500	986	97.43	52632	0.26
501- 1000	6	0.59	3895	0.02
1001- 2000	-	-	-	-
2001- 3000	-	-	-	-
3001- 4000	1	0.10	3952	0.02
4001- 5000	-	-	-	-
5001- 10000	2	0.20	16167	0.08
10001-9999999	17	1.68	19923354	99.62
<b>Total</b>	<b>1012</b>	<b>100.00</b>	<b>20000000</b>	<b>100.00</b>

### Annexure 'B'

#### Categories of shareholding as on 31st March, 2016

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

#### DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

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

- The Board of Directors of NSIL had laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors Relation page of the Company website [www.nsil.net.in](http://www.nsil.net.in).
- In accordance with the requirements of Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management personnel have affirmed their compliance with the said Code of Conduct for the year ended 31st March, 2016.

Place: Mumbai  
Date: 3<sup>rd</sup> September, 2016

**Sd/-**  
**Mahesh Thakur**  
Chief Executive Officer

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

Dear Sirs,

We, the undersigned, certify to the Board that:

- (a) We have reviewed the financial statement and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2016 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee -
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Thanking you,

Yours faithfully,

**Ramesh Chechani**  
**(Chief Financial Officer)**

**Mahesh Thakur**  
**(Chief Executive Officer)**

**Date: 3<sup>rd</sup> May, 2016**

**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, 2016, 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 is 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 Shравan A. Gupta & Associates**

**Place: Mumbai**  
**Date: 3<sup>rd</sup> September, 2016**

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



**Management Discussion Analysis Report****Indian Economy**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices. India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7 to 7.5 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will be growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. Foreign direct investment (FDI) in India has increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

Source <http://www.ibef.org/economy/indian-economy-overview>

**Industry review**

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.156 billion in the period April 2000-September 2015. Real estate is currently the fourth-largest sector in the country in terms of Foreign Direct Investment (FDI) inflows.

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 % to the country's Gross Domestic Product (GDP). In the period FY08-20, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 %. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

Source <http://www.ibef.org/economy/indian-economy-overview>

**Mumbai Real Estate**

MMR market showed signs of revival in the second half of FY 2015-16 with residential sales volume increasing by 5% year on year though full year volumes were down 7% year on year. Also, 35% decline in new launches led to improvement in demand-supply scenario; inventory levels improved to 11 quarters compared to 12 quarters last year. While inventory of unsold units in MMR is higher than cities such as Bangalore and Pune, it is much below NCR having inventory level of 17 quarters. Prices remained stable or increased marginally across most of the micro-markets. Prices in MMR grew 3% in FY16, higher than NCR (flat y-o-y) and Pune (2%) but were marginally below Bangalore (4%).

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

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

**Government Initiatives**

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

- Prime Minister Mr. Narendra Modi approved the launch of Housing for All by 2022. Under the Sardar Patel Urban

Housing Mission, 30 million houses will be built in India by 2022, mostly for the economically weaker sections and low-income groups, through public-private-partnership (PPP) and interest subsidy.

- The Government of India has relaxed the norms to allow Foreign Direct Investment (FDI) in the construction development sector. FDI limits for townships and settlement development projects have been raised to 100%. Real estate projects within the Special Economic Zone are also permitted (100 percent FDI). This move should boost affordable housing projects and smart cities across the country.
- The Securities and Exchange Board of India has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts. This move will enable easier access to funds for cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.
- The Government of Maharashtra announced a series of measures to bring transparency and increase the ease of doing business in the real estate sector.
- The Real Estate (Regulation & Development) Act 2016, which seeks to protect home-buyers as well as help boost investments in the real estate industry was enacted in May 2016.

### **Opportunities and challenges:**

#### **Opportunities**

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

#### **Challenges**

While the management is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labour force
- Increased cost of manpower
- Rising cost of construction
- Growth in auxiliary infrastructure
- Over-regulated environment

#### **Risks and concerns**

- **Market price fluctuation**

The performance of your Company may be affected by the sales realizations of its projects. These prices are driven by prevailing market conditions, the nature and location of the projects, and other factors such as brand and reputation and the design of the projects. Your company follows a prudent business model and tries to ensure steady cash flow even during adverse pricing scenario.

- **Sales volume**

The volume of bookings depends on the ability to design projects that will meet customer preferences, getting various approvals in time, general market factors, project launch and customer trust in entering into sale agreements well in advance of receiving possession of the projects. Your Company sells its projects in phases from the time it launches the project, based on the type and scale of the project and depending on market conditions

#### **Outlook**

FY2016 outlook would be governed by the implementation of REIT Regulations, the proposed New Real Estate Bill and the New Development Plan for Mumbai. We expect FY2016-17 to be the start of growth year for the Indian economy as a whole in view of various measures being taken by the new government to boost manufacturing and infrastructure development in the country. Economists expect India's GDP growth in the range of 7.0-8.0% for FY2016-17. Your company will target to ensure steady operations and deliver high quality projects for its customers.

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF**

**M/s. NATIONAL STANDARD (INDIA) LIMITED**

**REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying standalone financial statements of **M/s. NATIONAL STANDARD (INDIA) LIMITED** ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS:**

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

**AUDITORS' RESPONSIBILITY:**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 financial statements.

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

**OPINION:**

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

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure A', a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that :

## NATIONAL STANDARD (INDIA) LIMITED

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- 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2016, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2016, 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 B'; and
- g. With respect to the other matters to be included in the Auditors' 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 information and explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Clause 1 to 3 of Note 23 to the financial statements.
  - ii. The Company does not have any Long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR SHANKER AND KAPANI  
Chartered Accountants  
FIRM REGISTRATION NO.: 117761W

PLACE:- MUMBAI  
DATE:- 16 - May - 2016

S. SANKAR  
PARTNER  
MEMBERSHIP NO: - 40476

**ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT**

**(Referred to in Paragraph (1) of our report of even date)**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended on 31<sup>st</sup> March, 2016, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As informed to us, all fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified by the management. In our opinion, the frequency of verification is reasonable. Discrepancies noticed on verification have been properly dealt with in the books of account.
- (iii) As the Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 189 of the Act, the provisions of Clause 3 (iii) of the Order are not applicable to the Company.
- (iv) In our Opinion and according to the information and explanations given to us, as the Company has not granted any loans or provided any guarantees or security in connection with any loan to any party covered under Section 185 of the Act and has not made any investment during the year and on the basis of expert opinion obtained by the Company that provisions of Section 186 are not applicable to the Company in respect of Loans made, Guarantee given or security provided by it, the provisions of Clause 3 (iv) of the Order are not applicable to the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of real estate operations, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.  
  
According to the information and explanations given to us, no undisputed amounts in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, and Value Added Tax which have not been deposited by the Company on account of disputes except for following:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount in (Rs.) Lakhs</b>	<b>Period to which the amount relates</b>	<b>Forum where the dispute is pending</b>
The Central Excise Act, 1944	Excise Duty	11.22	April 1995 to March 1996	CESTAT, Mumbai
The Income Tax Act, 1961	Tax and Interest	38.90	April 1994 to March 1995	High Court, Kolkata
The Income Tax Act, 1961	Tax and Interest	23.95	April 2010 to March 2011	Income Tax Appellate Tribunal (ITAT)
The Income Tax Act, 1961	Penalty	4,843.29	April 2010 to March 2011	Commissioner of Income Tax (Appeals)
The Income Tax Act, 1961	Penalty	622.65	April 2011 to March 2012	Commissioner of Income Tax (Appeals)
The Income Tax Act, 1961	Tax and Interest	378.47	April 2012 to March 2013	Commissioner of Income Tax (Appeals)

## NATIONAL STANDARD (INDIA) LIMITED

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- (viii) In our opinion and according to the information and explanations given to us, the Company is regular in repayment of loans to the Financial Institutions. As the Company has not issued any debenture nor borrowed any money from Banks or Governments, the question of dues payable to debenture holders or Banks or Governments does not arise.
- (ix) In our opinion and according to the information and explanations given to us, the term loans from the Financial Institutions have been applied for the purpose for which those were obtained other than temporary deployment. However, the Company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments).
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that neither fraud on the Company by its officers or employees nor any fraud by the Company has been noticed or reported during the course of our audit.
- (xi) As the Company has not paid or provided any managerial remuneration as defined under Section 197 of the Act during the year, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- (xii) As the Company is not a nidhi Company, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with section 177 and 188 of the Act, wherever applicable and details have been disclosed in the Financial Statements (refer Clause 8 of Note 23) as required by the applicable accounting standards.
- (xiv) As the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) As the Company has not entered into any non-cash transactions covered under Section 192 of the Act with the directors or persons connected with him, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) As the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

FOR SHANKER AND KAPANI  
Chartered Accountants  
FIRM REGISTRATION NO.: 117761W

PLACE:- MUMBAI  
DATE:- 16 - May - 2016

S. SANKAR  
PARTNER  
MEMBERSHIP NO: - 40476

**ANNEXURE 'B' TO THE AUDITORS' REPORT**

**Referred to in paragraph 2 (f) of the Independent Auditors' Report of even date to the members of National Standard (India) Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2016.**

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of **M/s. NATIONAL STANDARD (INDIA) LIMITED** ('the Company') as of 31<sup>st</sup> March, 2016, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing down and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. 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 were 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the 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 31<sup>st</sup> March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**FOR SHANKER AND KAPANI  
Chartered Accountants  
FIRM REGISTRATION NO.: 117761W**

**PLACE:- MUMBAI  
DATE:- 16 - May - 2016**

**S. SANKAR  
PARTNER  
MEMBERSHIP NO: - 40476**



**NATIONAL STANDARD (INDIA) LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2016**

	Notes	As at 31/March/16 ₹ in Lakhs	As at 31/March/15 ₹ in Lakhs
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	2,000.00	2,000.00
Reserves and Surplus	3	11,633.67	5,570.85
		<u>13,633.67</u>	<u>7,570.85</u>
<b>Non Current Liabilities</b>			
Other Long Term Liabilities	4	497.64	224.76
<b>Current Liabilities</b>			
Short Term Borrowings	5	11,436.50	14,963.84
Trade Payables	6		
Total Outstanding dues of micro enterprises and small enterprises		18.52	42.18
Total Outstanding dues of creditors other than micro enterprises and small enterprises		3,228.93	1,483.36
Other Current Liabilities	7	5,284.49	5,809.94
Short Term Provisions	8	1,990.13	2,150.86
		<u>21,958.57</u>	<u>24,450.18</u>
<b>Total</b>		<b><u>36,089.88</u></b>	<b><u>32,245.79</u></b>
<b><u>ASSETS</u></b>			
<b>Non Current Assets</b>			
Fixed Assets (Net)			
Tangible Assets	9	18.74	20.98
Deferred Tax Assets	10	59.67	58.69
Long Term Loans and Advances	11	14.09	16.70
		<u>92.50</u>	<u>96.37</u>
<b>Current Assets</b>			
Inventories	12	4,599.74	5,496.36
Trade Receivables	13	1,542.50	2,780.42
Cash and Bank Balances	14	1,045.25	362.47
Short Term Loans and Advances	15	26,013.20	22,291.07
Other Current Assets	16	2,796.69	1,219.10
		<u>35,997.38</u>	<u>32,149.42</u>
<b>Total</b>		<b><u>36,089.88</u></b>	<b><u>32,245.79</u></b>
<b>Summary of Significant Accounting Policies</b>	1		
<b>The accompanying notes form an integral part of the Financial Statements</b>	1 - 23		

As per our attached Report of even date

For and on behalf of the Board

For SHANKER AND KAPANI

Chartered Accountants

Firm Registration Number : 117761W

Smita  
Ghag

Maninder  
Chhabra

Rameshchandra  
Chechani

Ami  
Parikh

Director

Director

Chief Financial Officer

Company Secretary

DIN : 02447362 DIN : 02630680

FCS : A27703

S. Sankar  
Partner

Place : Mumbai

Date : 16-May-2016

## NATIONAL STANDARD (INDIA) LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Notes	For the Year ended 31/March/16 ₹ in Lakhs	For the Year ended 31/March/15 ₹ in Lakhs
<b>REVENUE</b>			
Revenue from Operations	17	18,412.39	14,788.62
Other Income	18	2,140.59	1,412.34
<b>Total</b>		<b>20,552.98</b>	<b>16,200.96</b>
<b>EXPENSES</b>			
Cost of Projects	19	8,191.47	7,288.65
Employee Benefits Expense	20	471.65	469.56
Finance Costs	21	1,921.11	1,266.41
Depreciation and Amortisation Expense	9	2.73	33.95
Other Expenses	22	849.99	495.85
<b>Total</b>		<b>11,436.95</b>	<b>9,554.42</b>
<b>Profit Before Tax</b>		<b>9,116.03</b>	<b>6,646.54</b>
<b>Tax Expense:</b>			
Current Tax		(3,434.54)	(2,419.37)
Deferred Tax		(6.06)	10.74
<b>Profit After Tax</b>		<b>5,675.43</b>	<b>4,237.91</b>
<b>Prior Period Taxation Adjustments</b>		387.39	(0.01)
Profit for the Year		<b>6,062.82</b>	<b>4,237.90</b>
<b>Earnings Per Equity Share (in ₹)</b>			
(Face value of ₹10 per Equity Share)			
Basic and Diluted		30.31	21.19
<b>Summary of Significant Accounting Policies</b>	1		
<b>The accompanying notes form an integral part of the Financial Statements</b>	1 - 23		

As per our attached Report of even date For and on behalf of the Board

For SHANKER AND KAPANI

Chartered Accountants  
Firm Registration Number : 117761W

Smita Ghag  
Director  
DIN : 02447362

Maninder Chhabra  
Director  
DIN : 02630680

Rameshchandra Chechani  
Chief Financial Officer

Ami Parikh  
Company Secretary  
FCS : A27703

S. Sankar  
Partner

Place : Mumbai  
Date : 16-May-1016

## NATIONAL STANDARD (INDIA) LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Notes	For the Year ended 31/March/16 ₹ in Lakhs	For the Year ended 31/March/15 ₹ in Lakhs
<b>Cash flow from Operating Activities</b>			
Profit Before Tax		9,116.03	6,646.54
Adjustments for:			
Depreciation and Amortisation Expense		2.73	33.95
Sundry Balances written back (Net)		(17.98)	(20.18)
Interest Income			
Finance Costs		(1,919.84)	(1,256.11)
		1,921.11	1,266.41
<b>Operating profit before working capital changes</b>		<b>9,102.05</b>	<b>6,670.61</b>
(Increase) / Decrease in Inventories		896.62	(27.58)
(Increase) / Decrease in Trade Receivables		1,238.64	(2,027.51)
(Increase) / Decrease in Loans and Advances and Other Current Assets		(1,415.57)	118.43
Increase in Trade Payables, Other Current Liabilities and Provisions		1,198.17	1,690.62
<b>Cash generated from operations</b>		<b>11,019.91</b>	<b>6,424.57</b>
Income Tax Paid		(3,220.71)	(1,066.75)
<b>Net cash flow from Operating Activities</b>	<b>(A)</b>	<b>7,799.20</b>	<b>5,357.82</b>
<b>Cash flow from Investing Activities</b>			
Purchase of Fixed Assets		(0.49)	(0.10)
Investment in Fixed Deposits		(4.05)	-
Divestment in Fixed Deposit		-	62.47
Loans Given (Net)		(3,367.17)	(11,932.86)
Interest Received		1,322.36	1,501.22
<b>Net cash flow used in Investing Activities</b>	<b>(B)</b>	<b>(2,049.35)</b>	<b>(10,369.27)</b>
<b>Cash flow from Financing Activities</b>			
Proceeds from Borrowings		10,023.74	10,972.01
Repayment of Borrowings		(13,551.08)	(5,478.53)
Finance Costs Paid		(1,543.78)	(1,308.55)
<b>Net cash flow from / (used in) Financing Activities</b>	<b>(C)</b>	<b>(5,071.12)</b>	<b>4,184.93</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(A+B+C)</b>	<b>678.73</b>	<b>(826.52)</b>
Add : Cash and Cash Equivalents at the beginning of the year		362.47	1,188.99
<b>Cash and Cash Equivalents at the end of the year</b>		<b>1,041.20</b>	<b>362.47</b>
<b>Notes:</b>			
1 Cash and Cash Equivalents			
Cash and Bank Balances		1,045.25	362.47
Less: Fixed Deposits with Bank - Margin money balance		(3.00)	-
Less: Fixed Deposits with more than 12 months Maturity		(1.05)	-
<b>Cash and Cash Equivalents at the end of the year*</b>		<b>1,041.20</b>	<b>362.47</b>
* Includes Cheques on Hand of ₹ 96.53 Lakhs; (Previous year : Nil)			
2 Previous year's figures have been regrouped / rearranged wherever necessary to conform to current year's classification.			

As per our attached Report of even date

For and on behalf of the Board

For SHANKER AND KAPANI

Chartered Accountants

Firm Registration Number : 117761W

Smita  
Ghag

Maninder  
Chhabra

Rameshchandra  
Chechani

Ami  
Parikh

Director

Director

Chief Financial Officer

Company Secretary

DIN : 02447362 DIN : 02630680

FCS : A27703

S. Sankar  
Partner

Place : Mumbai  
Date : 16-May-1016

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

**1) Summary of Significant Accounting Policies**

**1 Basis of Accounting:**

The financial statements have been prepared on an accrual basis under the historical cost convention and as a going concern in accordance with the Indian Generally Accepted Accounting Principles (GAAP) in compliance with the Accounting Standards as specified Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended). The accounting policies have been consistently applied by the Company.

**2 Use of Estimates:**

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates.

**3 Fixed Assets:**

Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation thereon. Cost includes all incidental expenses related to acquisition, construction, installation, other pre-operation expenses and borrowing costs in case of construction.

The carrying amount of cash generating units / assets is reviewed at the balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated at the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

**4 Depreciation:**

i) Depreciation on Tangible Assets is provided on Written Down Value basis, at the rates determined with reference to useful lives specified in Schedule II of the Companies Act, 2013 except the following:

- a) The carrying value of Tangible Fixed Assets as on 1st April, 2014 is depreciated equally over the remaining useful life of the asset.
- b) Cost of site / sales office and sample flats are being amortized over the duration of the project. However, if the same is demolished earlier, the unamortised portion is charged off in the year of demolition.

ii) Depreciation on Additions / Deletions of assets is provided on a pro-rata basis.

iii) The depreciation on assets other than those used for construction of Capital Assets is treated as period cost.

**5 Inventories:**

Inventories are stated at lower of cost or net realisable value. The cost of Building material is determined on the basis of the weighted average method. Construction Work-in-Progress includes cost of land, construction costs, Borrowing Cost and other overheads incidental to the projects undertaken.

**6 Operating Cycle:**

The Operating cycle of the Company's realty operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Assets and Liabilities are classified into current and non current based on the Operating Cycle.

**7 Revenue Recognition:**

i) Income from Property Development

- a) 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. However, if at the time of transfer, substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the acts are performed i.e. on the percentage completion method 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 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.

- b) 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.
- c) Revenue from Sale of Finished Units are recognized upon transfer of significant risks and rewards to the buyers / Customers.

### **8 Borrowing Costs:**

Borrowing costs that are directly attributable to long term project development activities are inventorised as part of project cost. Other borrowing costs are recognized as an expense in the period in which they are incurred.

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

### **9 Foreign Exchange Transactions:**

The transactions in foreign exchange are recorded at the exchange rates prevailing on the date of transactions. All monetary assets and liabilities in foreign currency are translated at the exchange rate prevailing at the date of the Balance Sheet. Any exchange gains or losses arising on the translation or settlement of such transaction are accounted for in the Statement of Profit and Loss.

### **10 Leases:**

Lease arrangements where the risks and rewards incidental to ownership of assets substantially vest with the lessor are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

### **11 Taxation:**

Tax expense comprises both current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws.

MAT asset is recognized when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred Tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a virtual / reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the year-end based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

### **12 Provisions and Contingent Liabilities:**

Provisions are recognized in the accounts in respect of present probable obligation, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

## NATIONAL STANDARD (INDIA) LIMITED

	As at 31/March/2016 ₹ in Lakhs		As at 31/March/2015 ₹ in Lakhs	
	Numbers	Amount	Numbers	Amount
<b>2) Share Capital</b>				
<b>(A) Authorised</b>				
Equity Shares of ₹ 10 each	2,00,00,000	2,000.00	2,00,00,000	2,000.00
<b>Total</b>		<b>2,000.00</b>		<b>2,000.00</b>
<b>(B) Issued, Subscribed and Paid-up</b>				
Equity Shares of ₹ 10 each fully paid up	2,00,00,000	2,000.00	2,00,00,000	2,000.00
<b>Total</b>		<b>2,000.00</b>		<b>2,000.00</b>
<b>(C) Reconciliation of number of Shares and Amount</b>				
As per Last Financial Statement	2,00,00,000	2,000.00	2,00,00,000	2,000.00
Changes during the year	-	-	-	-
<b>Total</b>	<b>2,00,00,000</b>	<b>2,000.00</b>	<b>2,00,00,000</b>	<b>2,000.00</b>

### (D) Rights and preferences attached to Equity Shares

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.

<b>(E) Shares held by Holding Company and Shareholders Holding more than 5%</b>	Numbers	% of Holding	Numbers	% of Holding
Anantnath Constructions and Farms Pvt. Ltd., the Holding Company	1,47,88,099	73.94%	1,47,88,099	73.94%
Gurpreet Kaur Shinh	13,14,118	6.57%	11,74,118	5.87%

<b>3) Reserves and Surplus</b>	<b>₹ in Lakhs</b>		<b>₹ in Lakhs</b>	
<b>Capital Reserve</b>				
As per Last Financial Statement		11.44		11.44
		<u>11.44</u>		<u>11.44</u>
<b>Capital Subsidy Reserve</b>				
As per Last Financial Statement		16.67		16.67
		<u>16.67</u>		<u>16.67</u>
<b>Securities Premium Account</b>				
As per Last Financial Statement		0.02		0.02
		<u>0.02</u>		<u>0.02</u>
<b>Surplus in the Statement of Profit and Loss</b>				
As per Last Financial Statement		5,542.72		1,304.82
Add: Profit as per annexed Statement of Profit and Loss		6,062.82		4,237.90
		<u>11,605.54</u>		<u>5,542.72</u>
<b>Total</b>		<b><u>11,633.67</u></b>		<b><u>5,570.85</u></b>

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

	As at 31/March/2016 ₹ in Lakhs	As at 31/March/2015 ₹ in Lakhs
<b>4) Other Long Term Liabilities</b>		
Trade Payables		
Total Outstanding dues of micro enterprises and small enterprises (Refer Clause 15 of Note 23)	10.91	1.31
Total Outstanding dues of creditors other than micro enterprises and small enterprises	486.73	223.45
<b>Total</b>	<b>497.64</b>	<b>224.76</b>
<b>5) Short Term Borrowings</b>		
<b>A. Secured</b>		
<b>Term Loans</b>		
From Other than Bank (Refer Clause 4 of Note 23)	9,451.96	13,767.97
<b>B. Unsecured</b>		
<b>Repayable on Demand</b>		
Related Parties Rate of Interest - 13.55%; (Previous year: 13.40%) (Refer Clause 8 (B) (ii) of Note 23)	1,984.54	1,195.87
<b>Total</b>	<b>11,436.50</b>	<b>14,963.84</b>
<b>6) Trade Payables</b>		
Total Outstanding dues of micro enterprises and small enterprises (Refer Clause 15 of Note 23)	18.52	42.18
Total Outstanding dues of creditors other than micro enterprises and small enterprises	3,228.93	1,483.36
<b>Total</b>	<b>3,247.45</b>	<b>1,525.54</b>
<b>7) Other Current Liabilities</b>		
Interest Accrued but not due on Borrowings	325.63	28.84
Advance Received from Customers	4,740.62	5,470.72
Other Payables :		
Duties and Taxes	77.31	210.66
Cancelled Flats	128.01	99.07
Other Liabilities	12.92	0.65
<b>Total</b>	<b>5,284.49</b>	<b>5,809.94</b>
<b>8) Short Term Provisions</b>		
Income Tax (Net of Payments of ₹ 4,511.43 Lakhs; Previous year ₹ 1,290.72 Lakhs)	1,990.13	2,150.86
<b>Total</b>	<b>1,990.13</b>	<b>2,150.86</b>

9) Fixed Assets

(₹ in Lakhs)

Particulars	Gross Block (At Cost)			Depreciation / Amortisation			Net Block			
	As at 01/April/15	Additions	Disposals / (Adjustments)	As at 31/March/16	Upto 31/March/15	For the year	Disposals / (Adjustments)	Upto 31/March/16	As at 31/March/16	As at 31/March/15
<b>Tangible Assets:</b>										
Site / Sales Office and Sample Flat	154.01	-	-	154.01	154.01	-	-	154.01	-	-
Plant and Equipment	23.09	-	-	23.09	7.07	1.31	-	8.38	14.71	16.02
Furniture and Fixtures	6.63	0.17	-	6.80	3.22	0.53	-	3.75	3.05	3.41
Office Equipments	4.81	0.32	-	5.13	3.26	0.89	-	4.15	0.98	1.55
<b>Total</b>	<b>188.54</b>	<b>0.49</b>	<b>-</b>	<b>189.03</b>	<b>167.56</b>	<b>2.73</b>	<b>-</b>	<b>170.29</b>	<b>18.74</b>	<b>20.98</b>
<b>Previous Year</b>	<b>188.44</b>	<b>0.10</b>	<b>-</b>	<b>188.54</b>	<b>133.61</b>	<b>33.95</b>	<b>-</b>	<b>167.56</b>	<b>20.98</b>	



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

	As at 31/March/2016 ₹ in Lakhs	As at 31/March/2015 ₹ in Lakhs
<b>10) Deferred Tax Assets</b>		
<b>Timing Difference on Account of</b>		
Book and Tax Depreciation	29.30	32.11
Others	30.37	26.58
<b>Total</b>	<b>59.67</b>	<b>58.69</b>
The Management is reasonably / virtually certain that sufficient future taxable income would be available for reversal of Deferred Tax Assets.		
<b>11) Long Term Loans and Advances</b>		
<b>(Unsecured, Considered Good)</b>		
VAT Refund Receivable	14.09	16.70
<b>Total</b>	<b>14.09</b>	<b>16.70</b>
<b>12) Inventories</b>		
<b>(at lower of cost and Net Realisable Value)</b>		
Building Materials	269.46	147.18
Land and Property Development Work-in-Progress	4,144.41	5,349.18
Finished Units	185.87	-
<b>Total</b>	<b>4,599.74</b>	<b>5,496.36</b>
<b>13) Trade Receivables</b>		
<b>(Unsecured, Considered good)</b>		
Outstanding for a period more than six months from the date they became due for payment	182.80	31.21
Others	1,359.70	2,749.21
<b>Total</b>	<b>1,542.50</b>	<b>2,780.42</b>
<b>14) Cash and Bank Balances</b>		
<b>Cash and Cash Equivalents</b>		
Balances with Banks	944.67	362.39
Cheques on Hand	96.53	-
Cash on Hand	-	0.08
	1,041.20	362.47
<b>Other Bank Balances</b>		
Fixed Deposits held as Margin Money	3.00	-
Fixed Deposits with more than 12 months Maturity	1.05	-
	4.05	-
<b>Total</b>	<b>1,045.25</b>	<b>362.47</b>

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

	₹ in Lakhs	As at 31/March/2016 ₹ in Lakhs	₹ in Lakhs	As at 31/March/2015 ₹ in Lakhs
<b>15) Short Term Loans and Advances</b>				
<b>(Unsecured, Considered Good unless otherwise Stated)</b>				
Loans and Advances to Related Parties				
In the nature of Loans		25,562.10		22,194.93
Others		233.56		15.00
(Refer Clause 8 (B) (ii) of Note 23)				
Advances to :				
Suppliers and Contractors		31.30		32.05
Employees		-		0.67
Prepaid Expenses		0.24		-
Other Receivables	14.00		14.68	
Less : Provision for Doubtful Advances	(14.00)	-	(14.68)	
Indirect Tax Credit Receivable		186.00		48.42
<b>Total</b>		<b>26,013.20</b>		<b>22,291.07</b>
<b>16) Other Current Assets</b>				
Interest Receivables		1,727.84		1,130.36
Unamortised Other Borrowing Costs		7.62		88.74
Unbilled Revenue		1,061.23		-
<b>Total</b>		<b>2,796.69</b>		<b>1,219.10</b>

	For the Year ended 31/March/16 ₹ in Lakhs	For the Year ended 31/March/15 ₹ in Lakhs
<b>17) Revenue from Operations</b>		
Income From Property Development	18,370.89	14,766.63
Other Operating Revenue	41.50	21.99
<b>Total</b>	<b>18,412.39</b>	<b>14,788.62</b>
<b>18) Other Income</b>		
Interest Income on:		
Loans Given	1,919.80	1,255.95
Customers' Overdues	202.47	128.01
Others	0.04	0.16
	2,122.31	1,384.12
Sundry Balances written back (Net)	17.98	20.18
Miscellaneous Income	0.30	8.04
<b>Total</b>	<b>2,140.59</b>	<b>1,412.34</b>

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

	For the Year ended 31/March/16 ₹ in Lakhs	For the Year ended 31/March/15 ₹ in Lakhs
<b>19) Cost of Projects</b>		
Opening Stock		
Land and Property Development Work-in-Progress	5,349.18	5,240.53
Add: Expenditure during the year		
Construction Contracts	4,309.29	3,169.44
Building Materials Consumed (Net)	1,911.27	3,092.51
Project Consultancy	188.80	275.45
Insurance	0.46	3.06
Rates and Taxes	17.98	86.49
Electricity	236.73	104.10
Repairs and Maintenance	15.91	11.17
Other Construction Expenses	34.55	62.72
Overheads Allocated	469.54	622.95
	<u>12,533.71</u>	<u>12,668.42</u>
Less: Scrap Sales	(11.96)	(30.59)
	<u>12,521.75</u>	<u>12,637.83</u>
Less: Closing Stock		
Land and Property Development Work-in-Progress	(4,144.41)	(5,349.18)
Finished Units	(185.87)	-
<b>Total</b>	<b><u>8,191.47</u></b>	<b><u>7,288.65</u></b>
<b>20) Employee Benefits Expense</b>		
Salaries and Wages	874.55	984.80
Staff Welfare	10.96	10.43
	<u>885.51</u>	<u>995.23</u>
Less: Allocated to Cost of Projects	(413.86)	(525.67)
<b>Total</b>	<b><u>471.65</u></b>	<b><u>469.56</u></b>
<b>21) Finance Costs</b>		
Interest Expense on :		
Borrowings and Others	1,840.94	1,230.90
Other Borrowing Costs	80.17	35.51
<b>Total</b>	<b><u>1,921.11</u></b>	<b><u>1,266.41</u></b>
<b>22) Other Expenses</b>		
Rent	-	0.37
Rates and Taxes	26.24	4.95
Printing and Stationery	1.41	4.26
Postage / Telephone / Internet	0.76	1.51
Legal and Professional	11.09	9.25
Insurance	-	0.88
Payments to Auditor (excluding Service Tax) as:		

## NATIONAL STANDARD (INDIA) LIMITED

Audit Fees	23.85	25.35
Other Services	7.33	6.00
Infrastructure Facility	118.78	179.79
Brokerage	214.92	221.22
Advertisement and Publicity	97.99	46.26
Donations	200.00	-
Corporate Social Responsibility Expenses	81.00	-
Office Expenses	36.08	-
Discount and Rebates	7.45	-
Miscellaneous Expenses	78.77	93.29
	905.67	593.13
Less: Allocated to Cost of Projects	(55.68)	(97.28)
<b>Total</b>	<b>849.99</b>	<b>495.85</b>

### 23) Other Notes on accounts

#### 1 Contingent Liabilities not provided for in respect of :

Particulars	As at 31/March/16	As at 31/March/15
Disputed Central Excise Duty	11.22	11.22
Disputed Income Tax	502.27	1,325.84
Disputed Demands of few Customers for higher compensation for flats cancelled	779.31	653.22

#### 2 Penalties under section 271D and 271E of the Income Tax Act, 1961 have been levied by the Income Tax Department for the various Assessment years.

Penalties levied by the department on similar facts have been deleted by the Appellate authorities. This is also supported by the decision of Hon'ble Delhi High Court in the case of CIT vs Worldwide Township Projects Ltd and by Hon'ble Supreme Court in the case of CIT vs Dinesh Jain. Further, on the basis of expert legal opinion obtained by the management the levy of penalty is not sustainable and consequently provision for the same is not considered necessary by the management.

#### 3 In case of pending appeals filed by the Income Tax Department against the favourable orders, the management, based on legal opinion obtained, is confident that the outcome would be favourable and no further liability is likely to accrue.

#### 4 Disclosure of details of security, terms of repayments and rate of interest of borrowings :

##### i) Secured Term Loans from Housing Development Finance Corporation Limited (HDFC) for ₹ 12,500.00 Lakhs (Current Year Nil; Previous Year ₹ 5,767.97 Lakhs)

Was secured by mortgage of its land situated at Thane, construction thereon of its realty project, exclusive charge on the Scheduled receivables, proceeds from Insurance both present and future and personal guarantee of others.

Exclusive charge on the scheduled receivables under the documents entered with the customers of the funded project and all insurance proceeds, both present and future. Scheduled receivables includes receivables / cash flows / revenues including booking amount arising out of or in connection with or related to the project 25% is transferred to Loan account from customer collection.

Was repayable in monthly instalment of ₹ 25 crore each from October 2015, onwards.

Rate of Interest: (HDFC CPLR minus 300 bps, Current Year 12.00% to 12.75%; Previous Year 12.75%)

##### ii) Secured Term Loans from Housing Development Finance Corporation Limited (HDFC) for ₹ 10,000.00 Lakhs (Current Year ₹ 9,451.96 Lakhs; Previous Year ₹ 8,000.00 Lakhs)

Extension of Mortgage of its property situated at Thane, construction thereon present and future, exclusive charge on the Scheduled receivables under the documents entered into with the customers of the funded project by the borrower, all the Insurance proceeds, both present and future and personal guarantee of others.

Exclusive charge on the Scheduled receivables under the documents entered into with the customers of the funded project by the borrower, all the Insurance proceeds, both present and future and personal guarantee of others. Scheduled receivables includes receivables / cash flows / revenues including booking amount arising out of or in connection with or related to the project. 50% is transferred to Loan account from customer collection.

Repayable in monthly instalment of ₹ 25 crore each from November, 2017, onwards.

Rate of Interest: (HDFC CPLR minus 535 bps, Current Year 12.00% to 12.50%; Previous Year 12.50%)

- 5 In the opinion of the Board, the assets other than fixed assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 6 As the Company has only one segment, segment reporting in terms of Accounting Standard 17 is not applicable.
- 7 Balances in certain accounts of Trade Payables are subject to reconciliation / confirmation.
- 8 The information as required by Accounting Standard 18 relating to 'Related Party Disclosures' is given below:

**A. List of Related Parties:**

**(As identified by the management)**

**a) Individuals / Enterprises Controlling the Company and their Relatives**

**i. Controlling Shareholder**

Mr. Mangalprabhat Lodha

**ii. Relatives of Controlling Shareholder**

Mr. Abhishek Lodha

Mr. Abhinandan Lodha

**iii. Ultimate Holding Company**

Sambhavnath Infrabuild and Farms Pvt. Ltd. (Holding Company of LDPL)

**iv. Holding Companies**

Lodha Developers Pvt. Ltd. (LDPL) (Holding Company of ACFPL)

Anantnath Constructions and Farms Pvt. Ltd. (ACFPL)

**b) Entities as at 1st April, 2015**

**i. Fellow Subsidiary Companies**

Adinath Builders Pvt. Ltd.

Ajitnath Hi-Tech Builders Pvt. Ltd. (Demerged with Shri Kailas Properties and Agrofarms Pvt. Ltd. w.e.f. 02-April-16, Appointed date being 01-April-15)

Anant Developers Pvt. Ltd.

Arihant Premises Pvt. Ltd.

Bellissimo Hi-Rise Builders Pvt. Ltd. (Formerly known as Lodha Hi-Rise Builders Pvt. Ltd.)

Cowtown Land Development Pvt. Ltd.

Dalhousie Leasing and Financial Services Pvt. Ltd.

Hi-Class Buildcon Pvt. Ltd.

Hotel Rahat Palace Pvt. Ltd.

Ishwer Realty and Technologies Pvt. Ltd.

Jawala Real Estate Pvt. Ltd.

Kidderpore Holdings Ltd.

Krona Realties Pvt. Ltd. (merged with Sarvavasa Buildtech and Farms Pvt. Ltd. w.e.f. 08-April-16, Appointed date being 01-November-14)

Kundan Realtors Pvt. Ltd.

Lodha Aviation Pvt. Ltd.

Lodha Buildcon Pvt. Ltd.

Lodha Building and Construction Pvt. Ltd.

Lodha Crown Buildmart Pvt. Ltd.

Lodha Designer Construction Pvt. Ltd.

Lodha Developers 1GSQ Ltd.  
Lodha Developers 48CS Ltd.  
Lodha Developers Dorset Close Ltd.  
Lodha Developers International (Jersey) I Holdings Ltd.  
Lodha Developers International (Jersey) III Ltd.  
Lodha Developers International (Netherlands) B. V.  
Lodha Developers International Holding Ltd.  
Lodha Developers International Ltd.  
Lodha Developers UK Ltd.  
Lodha Elevation Buildcon Pvt. Ltd.  
Lodha Estate Pvt. Ltd.  
Lodha Home Developers Pvt. Ltd.  
Lodha Ideal Buildcon Pvt. Ltd.  
Lodha Impression Real Estate Pvt. Ltd.  
Lodha Land Developers Pvt. Ltd.  
Lodha Properties Development Pvt. Ltd.  
Mahavir Premises Pvt. Ltd.  
Microtec Constructions Pvt. Ltd.  
Nabhiraja Software Design Pvt. Ltd.  
Odeon Theatres and Properties Pvt. Ltd.  
Odeon Theatres Pvt. Ltd.  
Palava City Management Pvt. Ltd.  
Palava Dwellers Pvt. Ltd.  
Roselabs Finance Ltd.  
Samvara Buildtech Pvt. Ltd.  
Sanathnagar Enterprises Ltd.  
Sarvavasa Buildtech and Farms Pvt. Ltd.  
Shree Sainath Enterprises Construction and Developers Pvt. Ltd.  
Shreeniwas Cotton Mills Ltd.  
Siddhnath Residential Paradise Pvt. Ltd.  
Simtools Pvt. Ltd.  
Sitaldas Estate Pvt. Ltd.  
Suryakrupa Constructions Pvt. Ltd.  
Tropical Adventures Ltd.

**ii. Limited Liability Partnerships**

Lodha Fincorp Distribution Services LLP

**iii. Partnership Firms Under Control**

Mahavir Associates

Vivek Enterprises

**iv. Others (Enterprises owned / controlled by controlling shareholder and / or his relatives with whom the Company had transactions)**

Lodha Charitable Trust

Sitaben Shah Memorial Trust

Lodha Healthy Constructions and Developers Pvt. Ltd.

## NATIONAL STANDARD (INDIA) LIMITED

**c) Entities added during the year**

**Fellow Subsidiary**

Shri Kailas Properties & Agrofarms Pvt. Ltd.

**From**  
16-August-15

**d) Entities ceased / Struck off during the year**

**Fellow Subsidiaries**

Manan Finserve Pvt. Ltd.

27-March-16

Lodha Finserve Pvt. Ltd. (formerly known as Sai Ishwer Finvest Pvt. Ltd.)

27-March-16

Shreeniwas Abode and House Pvt. Ltd.

04-March-16

**e) Key Managerial Personnel**

Mahesh Thakur

**B. Transactions during the year ended and Balances Outstanding as at 31-March-16 with related parties are as follows:**

**(i) Transactions:**

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Holding Company / Individual Controlling the Company and his Relative	Fellow Subsidiaries	Partnership Firms Under Control	Others
1	Purchase of Building Materials	2.80 (0.53)	45.66 (37.49)	- (-)	- (-)
2	Sale of Building Materials	0.14 (0.44)	5.32 (4.56)	- (-)	- (2.78)
3	Interest Income	- (-)	1,919.80 (1,255.95)	- (-)	- (-)
4	Interest Expenses	325.60 (30.77)	7.45 (3.52)	- (-)	- (-)
5	Infrastructure Facility	- (-)	130.97 (202.01)	- (-)	- (-)
6	Office Expenses	- (-)	37.77 (-)	- (-)	- (-)
7	Reimbursements Given	329.41 (-)	665.70 (-)	- (-)	- (-)
8	Amount paid on behalf of	- (-)	3.66 (-)	- (-)	- (36.13)
9	Amount paid on behalf by	- (-)	28.57 (93.60)	- (-)	- (-)
10	Donation Given	- (-)	- (-)	- (-)	200.00 (-)
11	Corporate Social Responsibility Expenses	- (-)	- (-)	- (-)	81.00 (-)
12	Loan Given	128.75 (828.31)	10,422.09 (18,414.21)	- (-)	- (-)
13	Advance Given	- (-)	2,217.75 (-)	- (-)	- (-)
14	Loan Taken	10,023.74 (2,952.01)	- (20.00)	- (-)	- (-)
15	Deposit Taken	- (4.00)	- (-)	- (-)	- (-)
16	Guarantee Taken	- (10,000.00)	- (5,000.00)	- (-)	- (-)

## NATIONAL STANDARD (INDIA) LIMITED

### (ii) Outstanding Balances:

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Holding Company / Individual Controlling the Company and his Relative	Fellow Subsidiaries	Partnership Firms Under Control
1	Loan Taken	1,984.54 (1,195.87)	- (-)	- (-)
2	Trade Payable	- (-)	246.02 (199.44)	- (-)
3	Other Liabilities	- (-)	12.92 (0.46)	- (0.19)
4	Interest Accrued but not due on borrowings	325.60 (27.69)	- (1.15)	- (-)
5	Loan Given	- -	25,562.10 (22,194.93)	- (-)
6	Advances Given	- (-)	233.56 (15.00)	- (-)
7	Interest Receivables	- (-)	1,727.82 (1,130.36)	- (-)
8	Guarantee Taken	10,000.00 (22,500.00)	5,000.00 (5,000.00)	- (-)

### (iii) Disclosure in respect of material transactions with Related parties:

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Particulars	For the Year ended 31/March/16	For the Year ended 31/March/15
1	Purchase of Building Materials	Arihant Premises Pvt. Ltd.	0.04	0.39
		Cowtown Land Development Pvt. Ltd.	34.79	7.76
		Lodha Buildcon Pvt. Ltd.	2.08	2.42
		Lodha Crown Buildmart Pvt. Ltd.	-	0.05
		Lodha Developers Pvt. Ltd.	2.80	0.53
		Palava Dwellers Pvt. Ltd.	0.81	11.29
		Bellissimo Hi-Rise Builders Pvt. Ltd.	0.03	0.09
		Lodha Impression Real Estate Pvt. Ltd.	-	0.55
		Lodha Land Developers Pvt. Ltd.	-	0.02
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	0.42	13.83
		Shreeniwas Cotton Mills Ltd.	7.19	-
		Microtec Construction Pvt. Ltd.	0.28	0.72
		Simtools Pvt. Ltd.	0.02	0.37



**NATIONAL STANDARD (INDIA) LIMITED**

<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Particulars</b>	<b>For the Year ended 31/March/16</b>	<b>For the Year ended 31/March/15</b>
2	Sale of Building Materials	Lodha Buildcon Pvt. Ltd.	0.90	0.33
		Ishwer Realty and Technologies Pvt. Ltd.	0.88	0.50
		Lodha Charitable Trust	-	2.73
		Lodha Crown Buildmart Pvt. Ltd.	0.07	-
		Lodha Developers Pvt. Ltd.	0.14	0.44
		Palava Dwellers Pvt. Ltd.	0.07	2.90
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	1.33	0.60
		Sitaben Shah Memorial Trust	-	0.05
		Jawala Real Estate Pvt. Ltd.	0.74	0.13
		Simtools Pvt. Ltd.	1.33	0.10
		3	Interest Income	Lodha Crown Buildmart Pvt. Ltd.
Jawala Real Estate Pvt. Ltd.	1,686.35			1,045.21
Lodha Buildcon Pvt. Ltd.	109.15			-
Bellissimo Hi-Rise Builders Pvt. Ltd.	1.52			-
4	Interest Expenses	Cowtown Land Development Pvt. Ltd.	-	0.85
		Krona Realities Pvt. Ltd.	-	1.27
		Lodha Developers Pvt. Ltd.	325.60	30.77
		Nabhiraja Software Design Pvt. Ltd.	7.45	1.40
5	Infrastructure Facility	Nabhiraja Software Design Pvt. Ltd.	130.82	202.01
		Cowtown Land Development Pvt. Ltd.	0.15	-
6	Office Expenses	Nabhiraja Software Design Pvt. Ltd.	37.77	-
7	Reimbursements Given	Lodha Crown Buildmart Pvt. Ltd.	5.32	-
		Nabhiraja Software Design Pvt. Ltd.	470.90	-
		Jawala Real Estate Pvt. Ltd.	56.29	-
		Palava Dwellers Pvt. Ltd.	71.53	-
		Shreeniwas Cotton Mills Ltd.	61.66	-
		Lodha Developers Pvt. Ltd.	329.41	-
8	Amount paid on behalf of	Lodha Healthy Constructions and Developers Pvt. Ltd.	-	36.13
		Cowtown Land Development Pvt. Ltd.	0.17	-
		Palava Dwellers Pvt. Ltd.	0.11	-
		Simtools Pvt. Ltd.	0.02	-
		Ishwer Realty and Technologies Pvt. Ltd.	0.02	-
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	3.30	-
		Lodha Estate Pvt. Ltd.	0.02	-
		Suryakrupa Constructions Pvt. Ltd.	0.02	-
9	Amount paid on behalf by	Cowtown Land Development Pvt. Ltd. (Current year ₹ 40)	0.00	-
		Palava Dwellers Pvt. Ltd.	28.19	90.86
		Nabhiraja Software Design Pvt. Ltd.	0.11	-
		Microtec Construction Pvt. Ltd.	-	2.56
		Shree Sainath Enterprises Construction and Developers Pvt. Ltd.	0.24	0.18
		Lodha Estate Pvt. Ltd.	0.03	-

## NATIONAL STANDARD (INDIA) LIMITED

Sr. No.	Nature of Transactions	Particulars	For the Year ended 31/March/16	For the Year ended 31/March/15
10	Donation Given	Lodha Charitable Trust	200.00	-
11	Corporate Social Responsibility Expenses	Lodha Charitable Trust	81.00	-
12	Loan Given	Lodha Developers Pvt. Ltd.	128.75	828.31
		Lodha Crown Buildmart Pvt. Ltd.	264.76	189.89
		Krona Realities Pvt. Ltd.	-	0.23
		Bellissimo Hi-Rise Builders Pvt. Ltd.	499.98	-
		Jawala Real Estate Pvt. Ltd.	9,657.35	18,224.09
13	Advance Given	Lodha Buildcon Pvt. Ltd.	2,217.75	-
14	Loan Taken	Krona Realities Pvt. Ltd.	-	20.00
		Lodha Developers Pvt. Ltd.	10,023.74	2,952.01
15	Deposit Taken	Anantnath Constructions and Farms Pvt. Ltd.	-	4.00
16	Guarantee Taken	Abhishek Lodha	-	10,000.00
		Abhinandan Lodha	-	-
		Palava Dwellers Pvt. Ltd.	-	5,000.00

Note: No amount pertaining to related parties have been written off / back or provided for.

- 9 Disclosure as per Regulation 34(3) of the SEBI(Listing Obligations and Disclosure Requirements), 2015 : Loans and advances in the nature of loans to related parties:

(₹ in Lakhs)

Particulars	As at 31-March-16	Maximum Balance During the year ended 31-March-16	As at 31-March-15	Maximum Balance During the year ended 31-March-15
<b>Holding Company</b>				
Lodha Developers Pvt. Ltd.	-	79.87	-	976.37
<b>Fellow Subsidiaries</b>				
Lodha Crown Buildmart Pvt. Ltd.	1,035.76	1,851.01	1,661.33	1,851.28
Krona Realities Pvt. Ltd.	-	-	-	0.23
Jawala Real Estate Pvt. Ltd.	24,026.36	27,649.12	20,533.60	20,533.60
Bellissimo Hi-Rise Builders Pvt. Ltd.	499.98	500.00	-	-

- 10 Basic and Diluted Earnings Per Equity Share:

	For the Year ended 31-March-16	For the Year ended 31-March-15
Basic and Diluted Earnings Per Equity Share		
(a) Net Profit for the year (₹ in Lakhs)	6,062.82	4,237.90
(b) No. of Equity Shares as at beginning of the year	2,00,00,000	2,00,00,000
Add: Shares Allotted	-	-
No. of Equity Shares as on end of the year	2,00,00,000	2,00,00,000
Weighted average no. of Equity Shares outstanding during the year	2,00,00,000	2,00,00,000
(c) Face Value of Equity Shares (₹)	10	10
(d) Basic and Diluted Earnings Per Equity Share (₹)	30.31	21.19

## NATIONAL STANDARD (INDIA) LIMITED

### 11 Building Materials Consumption (Net):

(₹ in Lakhs)

Particulars	For the Year ended 31-March-16	For the Year ended 31-March-15
Concrete	417.95	2,483.16
Steel	-	8.29
Tile & Flooring	238.68	165.33
Lift	495.61	1.27
Others	759.03	434.46
<b>Total</b>	<b>1,911.27</b>	<b>3,092.51</b>

### 12 Value of Imports on CIF Basis :

(₹ in Lakhs)

Particulars	For the Year ended 31-March-16	For the Year ended 31-March-15
Building Materials	-	34.26

### 13 Value of Imported and Indigenous Materials Consumed :

Particulars	For the Year ended 31-March-16		For the Year ended 31-March-15	
	%	₹ in Lakhs	%	₹ in Lakhs
Building Materials -				
- Imported	0.00%	-	1.30%	40.24
- Indigenous	100.00%	1,911.27	98.70%	3,052.27
<b>Total</b>	<b>100.00%</b>	<b>1,911.27</b>	<b>100.00%</b>	<b>3,092.51</b>

### 14 Transactions in Foreign Currency :

(₹ in Lakhs)

Particulars	For the Year ended 31-March-16	For the Year ended 31-March-15
<b>Inflow/ Earnings :</b>		
Advance/ Consideration received from Sale of units/ Flats	73.92	-

### 15 Details of dues to Micro, Small and Medium Enterprises :

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

(₹ in Lakhs)

Particulars	As at 31-March-16	As at 31-March-15
Amount unpaid as at year end - Principal	29.43	43.49
Amount unpaid as at year end - Interest	-	-

**NATIONAL STANDARD (INDIA) LIMITED**

(₹ in Lakhs)

Particulars	As at 31-March-16	As at 31-March-15
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 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 Micro Small and Medium Enterprise Development Act, 2006	-	-
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 Micro Small and Medium Enterprise Development Act, 2006	-	-

16 (a) Previous year figures have been regrouped / rearranged wherever necessary.

(b) Figures in brackets are related to previous year.

**As per our attached Report of even date**

**For and on behalf of the Board**

**For SHANKER AND KAPANI**

**Chartered Accountants**

**Firm Registration Number: 117761W**

**Smita  
Ghag**

**Director**

**DIN : 02447362**

**Maninder  
Chhabra**

**Director**

**DIN : 02630680**

**Rameshchandra  
Chechani**

**Chief Financial Officer**

**Ami  
Parikh**

**Company Secretary**

**FCS : A27703**

**S. Sankar**

**Partner**

**Place : Mumbai**

**Date : 16-May-2016**

## NATIONAL STANDARD (INDIA) LIMITED

Regd Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
CIN: L27109MH1962PLC265959 E-Mail: Investors.nsil@lodhagroup.com Website: www.nsil.net.in  
Phone No.: +9122-23024400 Fax No.: +9122-23024550

### FORM NO. MGT-11

### Proxy Form

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

CIN : **L27109MH1962PLC265959**  
Name of the Company : National Standard (India) Limited  
Registered Office : 412, Floor- 4, 17G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
Name of the Member(s) :  
Registered address :  
E-mail Id :  
Folio No. /Client Id & DP. Id :  
I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint  
1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_  
or failing him  
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, 29<sup>th</sup> September, 2016 at 3.30 P.M. at 6<sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

## NATIONAL STANDARD (INDIA) LIMITED

Sr.No	Resolution(s)	For	Against
1.	Consider and adopt Audited Financial Statements, reports of the Board of Directors and Statutory Auditors'	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-appointment of Ms. Smita Ghag (DIN 02447362) as the Director, retiring by rotation	<input type="checkbox"/>	<input type="checkbox"/>
3.	Appointment of Statutory Auditor to fill casual vacancy	<input type="checkbox"/>	<input type="checkbox"/>
4.	Appointment of Statutory Auditor for a term of 5 years	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr. Umashankar Hegde (DIN 06797098) as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Mr. Bhushan Shah (DIN 07484485) as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
7.	Appointment of Mr. Maninder Singh Chhabra (DIN 02630680) as a Director	<input type="checkbox"/>	<input type="checkbox"/>
8.	Contribution towards Charitable Funds of an amount upto Rs. 5 crores	<input type="checkbox"/>	<input type="checkbox"/>
9.	Contracts or Arrangements with Related Parties.	<input type="checkbox"/>	<input type="checkbox"/>

Affix  
Revenue  
Stamp

Signed this.....day of .....2016

Signature of Member(s) :

Signature of Proxy holder(s) :

**Notes:**

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

**NATIONAL STANDARD (INDIA) LIMITED**

Regd Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
CIN: L27109MH1962PLC265959 E-Mail: Investors.nsil@lodhagroup.com Website: www.nsil.net.in  
Phone No.: +9122-23024400 Fax No.: +9122-23024550

**ATTENDANCE SLIP**

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

1. Name of the member / proxy :
2. Folio No. / Client Id & DP Id :
3. Number of shares held :

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

I hereby record my presence at the Fifty Third Annual General Meeting held on Thursday, 29<sup>th</sup> September, 2016 at 3.30 P.M. at 6<sup>th</sup> 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(s) at the entrance of the Meeting hall.

## **COURIER / REGISTERED POST**

*If undelivered, please return to :*

The Secretarial Department

**NATIONAL STANDARD (INDIA) LIMITED**

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