

NATIONAL STANDARD (INDIA) LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

August 27, 2019

The Listing Dept.,
BSE Limited
Phiroze Jeejebhoy Towers, Dalal Street,
Mumbai 400 001.

The Listing Dept.
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Calcutta- 700 001.

Sub: Intimation for E-voting period, Book Closure date, AGM date of the Company and submission of Annual Report for the financial year 2018-19.

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that:

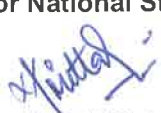
1. The 56th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 24, 2019 at 1.00 p.m. at 8th floor Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011. A copy of the integrated annual report for the financial year 2018-19 including notice of the 56th AGM is enclosed herewith.
2. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both the days inclusive) for the purpose of the Annual General Meeting of the Company. Intimation of the Book Closure is enclosed herewith for your information and record.
3. The e-voting period begins on Friday, September 20, 2019 (9:00 A.M.) and ends on Monday, September 23, 2019 (5:00 P.M.). During this period, shareholders of the Company, holding shares, as on the cut-off date i.e. Tuesday, September 17, 2019, may cast their vote electronically.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 56th AGM. A copy of the e-voting instructions slip (Form) is also enclosed.

You are requested kindly to take the same on record and inform your members accordingly.

Thanking you,

For National Standard (India) Limited


Madhur Mittal
Company Secretary & Compliance officer
Membership No. A47976



ENCL: A/a

NATIONAL STANDARD (INDIA) LIMITED

56th ANNUAL REPORT FINANCIAL YEAR 2018-19

IN VIEW OF GREEN INITIATIVES INITIATED BY THE GOVT. OF INDIA, MINISTRY OF CORPORATE AFFAIRS, WE REQUEST YOU TO REGISTER YOUR EMAIL ID WITH THE REGISTRAR AND SHARE TRANSFER AGENT, IF YOU ARE HOLDING SHARES IN PHYSICAL MODE AND WITH YOUR DEPOSITORY PARTICIPANT, IF YOU ARE HOLDING SHARES IN DEMATERIALISED FORM.

SEBI HAS MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALISED FORM W.E.F. APRIL 1, 2019. ACCORDINGLY THE COMPANY / ITS RTA HAS STOPPED ACCEPTING ANY FRESH LODGEMENT OF TRANSFER OF SHARES IN PHYSICAL FORM. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE ADVISED TO AVAIL OF THE FACILITY OF DEMATERIALISATION.

NATIONAL STANDARD (INDIA)LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|---------------------|-------------------------------------|
| Ms. Smita Ghag | Chairperson, Non-Executive Director |
| Mr. Bhushan Shah | Independent Director |
| Mr. Prakash Vaghela | Independent Director |
| Mr. K L Arimpur | Non executive Director |

KEY MANAGERIAL PERSONNEL

| | |
|----------------------------|--|
| Mr. Chirag Sarvaiya | Chief Executive Officer |
| Mr. Rameshchandra Chechani | Chief Financial Officer |
| Ms. Madhur Mittal | Company Secretary & Compliance Officer |

STATUTORY AUDITORS

MSKA & Associates, Chartered Accountants (F.K.A. MZSK & Associates)

REGISTERED OFFICE

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001
Tel.: +91.22. 23024400 Fax: +91.22.23024550
Website: www.nsil.net.in
E-mail: investors.nsil@lodhagroup.com

CORPORATE OFFICE

Lodha Excelus, 10th floor,
Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi, Mumbai 400 011
Tel.: +91.22. 61334400 Fax: +91.22.2302 4420

REGISTRAR & TRANSFER AGENT

C B Management Services Private Limited
P-22, Bondel Road, Kolkata – 700 019
Telephone: 033- 4011- 6728
Fax: 033- 4011- 6739
E – Mail: rta@cbmsl.com

TABLE OF CONTENTS

| Contents | Page No. |
|--|-----------------|
| Notice and Explanatory Statement | 4 - 10 |
| Board's Report | 11 - 29 |
| Report on Corporate Governance | 30 - 39 |
| Management Discussion Analysis | 40 - 41 |
| Auditor's Report | 42 - 49 |
| Balance Sheet | 50 |
| Statement of Profit & Loss | 51 |
| Statement of Changes in Equity | 52 |
| Cash Flow Statement | 53 |
| Notes forming part of the Financial Statements | 54 - 79 |
| Proxy & Attendance Slip | 81 |

NATIONAL STANDARD (INDIA)LIMITED

NOTICE

Notice is hereby given that the 56th Annual General Meeting of the Members of National Standard (India) Limited will be held on Tuesday, September 24, 2019, at 1.00 p.m. at 8th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors' and Auditors' thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 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 and is eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To approve appointment and Continuation of Directorship of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Non – Executive Director.

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

“**RESOLVED THAT** pursuant to regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and section 160 and other relevant provisions 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. Kurian Lonappen Arimpur (DIN: 08265692), age 75, who was appointed as an Additional Director at the Meeting of the Board of Directors of the Company held on November 12, 2018 and who holds office up to the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

Madhur Mittal
Company Secretary
Membership No: A47976

Date: May 23, 2019
Place: Mumbai

Registered Office:

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort,
Mumbai-400001
CIN: L27109MH1962PLC265959
Telephone No. : 022 23024400 Fax No. : +91.22.23024550
Website: www.nsil.net.in
Email: Investors.nsil@lodhagroup.com

NOTES:

- 1) A member entitled to attend and vote at the 56th Annual General Meeting (“the Meeting”) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate Board resolution / authority, as applicable.
- 2) A person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
- 3) Corporate member(s) intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution(s) authorising their representative to attend and vote on their behalf at the Meeting.
- 4) Every member entitled to vote at the Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 5) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
- 7) Members/ proxies/ authorised representative should fill the attendance slip for attending the Meeting and bring their attendance slips along with their copy of the Annual Report at the Meeting.
- 8) In case of the joint holders attending the Meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
- 9) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting in order to facilitate identification of membership at the Meeting.
- 10) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company’s Registrar and Share Transfer agent, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata-700 019 (R&T agent), Tel No.: +91 33 4011 6278, email ID: rta@cbmsl.com enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays

NATIONAL STANDARD (INDIA)LIMITED

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) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's R&T Agent.
- 16) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&T Agent of the Company.
- 17) 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.
- 18) Members holding shares of the Company as on Tuesday, September 17, 2019 (cut-off date), shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 29) In terms of Section 152 of the Act, Ms. Smita Ghag, retires 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 has recommended her re-appointment.
- 20) 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 the Ordinary Business 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:

NATIONAL STANDARD (INDIA)LIMITED

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries, the Company is pleased to provide members a facility to exercise their right to vote on the business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b. The facility for voting through ballot form shall be made available at the AGM premises and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e., Tuesday, September 17, 2019 may obtain their login ID and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- e. The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date Tuesday, September 17, 2019.
- f. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Tuesday, September 17, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. The remote e-voting period commences on Friday, September 20, 2019 (9:00 am) and ends on Monday, September 23, 2019 (5:00 pm). During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 17, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
- h. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- i. A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot process to be done at the AGM. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.
- j. The Company has appointed Shravan A Gupta & Associates, Practising Company Secretary (PCS No. 9990), as the scrutinizer (the 'Scrutinizer') for scrutizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
- k. The Chairperson shall, at the AGM, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Form" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report on the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.

NATIONAL STANDARD (INDIA)LIMITED

- m. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www. nsil.net.in and on the website of the NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results will also be immediately forwarded to the stock exchanges (BSE Limited and The Calcutta Stock Exchange Limited).
- n. The information and instructions including details of User ID and Password relating to such e-voting are provided in the E-voting Instructions Letter (annexed separately) which forms part of the notice.

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

Date: May 23, 2019
Place: Mumbai

Madhur Mittal
Company Secretary
Membership No: A47976

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statement annexed to the notice pursuant to section 102(1) of the Companies Act, 2013 in respect of the business mentioned in the notice of the 56th Annual General Meeting of the Company

Item 3: Appointment of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Director

The Board of Directors had appointed Mr. Kurian Lonappen Arimpur, as an Additional Director (non-executive) w.e.f. November 12, 2018 on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company. Pursuant to Section 160 of the Companies Act, 2013 and Regulations 17(1) of the Listing Regulations, Nomination and Remuneration Committee has recommended his appointment as director at the ensuing annual general meeting, liable to retire by rotation. Further pursuant to the requirements of regulation 17 (1), to appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years, requires the approval of members by special resolution.

Mr. Kurian Lonappen Arimpur, aged 75, is a Graduate, has over 40 years industrial experience, in area of Commercial as well marketing field. He has rich exposure to the local property and IT Park related projects. Considering his rich experience in the real estate sector, it is proposed to re- appoint Mr. Kurian Arimpur, as a Non- Executive Non-Independent Director of the Company and to continue his directorship in the Company.

The Board recommends the Special Resolution at Item No.3 of the accompanying Notice for the approval by the Members of the Company.

Other than Mr. Kurian Lonappen Arimpur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out at item no. 3 of the Notice.

Additional information in respect of appointment of Mr. Kurian Lonappen Arimpur 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 to the Explanatory Statement.

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

Madhur Mittal
Company Secretary
Membership No: A47976

Date: May 23, 2019
Place: Mumbai

Registered Office:

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort,
Mumbai-400001
CIN: L27109MH1962PLC265959
Telephone No. : 022 2302 4400 Fax No. : +91.22.23024550
Website: www.nsil.net.in
Email: Investors.nsil@lodhagroup.com

NATIONAL STANDARD (INDIA)LIMITED

Annexure

The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain disclosures with respect to re-appointment of Ms. Smita Ghag (DIN: 02447362) and Mr. Kurian Lonappen Arimpur (DIN: 08265692) as the Directors of the Company who are proposed to be appointed at this Annual General Meeting, which is mentioned below:

| Name of the Director / Manager | Smita Ghag (DIN: 02447362) | Mr. Kurian Lonappen Arimpur (DIN: 08265692) |
|--|---|--|
| Date of Birth/Age | April 4, 1978, 41 years | September 11, 1944, 75 years |
| Qualification | B.L.I.Sc. in Library, Information and Documentation science | Graduate |
| Experience | 16 years of diverse experience in the field of Documentation across industries including the real estate industry | Over 40 years industrial experience, in area of Commercial as well marketing field. He has rich exposure to the local property and IT Park related projects. |
| Terms & Conditions of appointment | She is a non- executive non-independent Director and her terms are as per the provisions of Companies Act, 2013. | He is a Non- Executive Director and his terms are as per the provisions of Companies Act, 2013. |
| Remuneration last drawn & Sought to be paid | Nil | Nil |
| Date of Appointment on the Board | April 24, 2014 | November 12, 2018 |
| Directorships held in other companies as on March 31, 2019 | 1. Palava Institute of Advanced Skill Training 2. Palava Dwellers Private Limited 3. Cowtown Infotech Services Private Limited 4. Arihant Premises Private Limited 5. Kora Constructions Private Limited 6. MMR Social Housing Private Limited 7. Kidderpore Holdings Limited | N.A. |
| Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee) as on March 31, 2019* | None | None |
| Shareholding in the Company (Equity) | NIL | NIL |
| Relationship with other Directors/ Manager/Key Managerial Personnel | None | None |
| Number of Board meetings attended during the year 2018-19 | 4 | 1 |

* Excluding the Committees of the Company.

DIRECTORS' REPORT

Dear Members,

The Directors are pleased to present the 56th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

(Rs. in lakhs)

| Particulars | Financial Year Ended March 31, 2019 | Financial Year Ended March 31, 2018 |
|--------------------------------|--|--|
| Revenue from operations | 1,382.21 | 3,548.61 |
| Other income | 1,124.85 | 1,226.34 |
| Total Income | 2,507.06 | 4,774.95 |
| Finance cost | 28.96 | 536.54 |
| Total Expenditure | 1,906.23 | 3,056.02 |
| Profit before tax | 600.83 | 1,718.93 |
| Tax Expenses | (124.89) | (606.63) |
| Net Profit for the year | 475.94 | 1,112.30 |

REVIEW OF PERFORMANCE AND FUTURE OUTLOOK

Revenue from operations reduced during the financial year 2018-19 because of completion of project lifecycle and sale of balance units in the Company's Thane project. The Company gained a profit of Rs 475.94 lakhs during financial year 2018-19 as against a profit of Rs 1,112.30 lakhs during the previous financial year.

The Company's project at Thane is almost fully sold out. The Company is evaluating various other business opportunities in the real estate space.

DIVIDEND AND RESERVES

The Board does not recommend any dividend for the financial year under review. No amount is proposed to be transferred to reserves during the year.

DELISTING UPDATE

In December 2017, Anantnath Constructions and Farms Private Limited, promoter of the Company, had expressed an intention to acquire the equity shares held by the public shareholders. The Company had accordingly initiated delisting procedures (pursuant to Board and shareholder approvals granted on February 14, 2018 and March 17, 2018 respectively). These approvals have now lapsed.

ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for financial year 2018-19 is given in **Annexure I** in the prescribed Form MGT-9, which is a part of this report.

CHANGES IN SHARE CAPITAL

There was no change in the authorized and paid-up share capital of the Company during financial year 2018-19.

NATIONAL STANDARD (INDIA)LIMITED

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Smita Ghag, Director of the Company retires by rotation and being eligible offer herself for reappointment. Mr. K L Arimpur was appointed as Additional Director with effect from November 12, 2018, on recommendation of the Nomination & Remuneration Committee (NRC) and holds office upto the date of the forthcoming Annual General Meeting (AGM). On the recommendation of the Committee (NRC), the Board also recommended for the approval of the Members by Special Resolution, the appointment of Mr. K L Arimpur as a Non-Executive Director of your Company, liable to retire by rotation. Resolutions for these appointments form part of the accompanying Annual General Meeting notice.

Mr. N P S Shinh, Mr. A L Ananthanarayanan and Mr. Maninder Chhabra resigned as Directors with effect from October 18, 2018, May 9, 2019 and May 23, 2019 respectively. The Board places on record their appreciation for the services rendered by them during their tenure as Directors.

Mr. Varun Shah resigned as Company Secretary with effect from December 24, 2018. Ms. Madhur Mittal, associate member of the Institute of Company Secretaries of India was appointed in his place on January 25, 2019.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on the date of this report:

- Mr. Chirag Sarvaiya, Chief Executive Officer
- Mr. Rameshchandra Chechani, Chief Financial Officer
- Ms. Madhur Mittal, Company Secretary

The Company has received declarations under section 149 of the Act from all independent directors confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management.

None of the Non-Executive Directors had any pecuniary relationship or transaction with the Company which could potentially conflict with the interests of the Company at large.

BOARD AND BOARD COMMITTEES

Details on board composition, attendance, evaluation and board committees are available in the Report on Corporate Governance which forms a part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY POLICY

Details required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in CSR Report appended as **Annexure II** to this Report. The Board has adopted a CSR Policy which is available on the Company's website at www.nsil.net.in. Salient features of the Policy are set out in **Annexure III** to this Report.

POLICY ON NOMINATION & REMUNERATION OF DIRECTORS, KMPS & OTHER EMPLOYEES

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted a Nomination and Remuneration Policy which is available on the Company's website at www.nsil.net.in. Salient features of the Policy are reproduced in **Annexure IV** to this Report.

AUDITORS & AUDITOR'S REPORT

Statutory Auditors & Auditor's Report

MSKA & Associates (F.K.A. MZSK & Associates), Chartered Accountants (Firm Registration No. 105047W), the statutory auditors of your Company, hold office until the conclusion of the 58th AGM to be held in the year 2021.

The Auditor's Report does not contain any qualifications, reservations or adverse remarks, except Mr. A L Ananthanarayanan, Director, who was disqualified under section 164(2) of the Companies Act, 2013 and resigned from the Company w.e.f. May 9, 2019.

Secretarial Auditor & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shravan A. Gupta & Associates, Practicing Company Secretary (Membership No. 27484 and COP no. 9990) was appointed as Secretarial Auditor to conduct a secretarial audit of records and documents of the Company for financial year 2018-19.

The Secretarial Audit Report confirms that the Company has generally complied with the provisions of the Act, Rules, Regulation, Guidelines and Secretarial Standards and carries no adverse remarks. The Secretarial Audit Report is provided in **Annexure V**.

Cost Auditor & Cost Audit Report

D. C. Dave & Co., Cost Accountants were appointed as Cost auditors to audit the cost records of the Company for financial year 2018-19. The Cost Audit Report of your Company for financial year 2017-18 was filed with the Ministry of Corporate Affairs on September 28, 2018.

LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

The Company is in the business of providing "infrastructural facilities" as defined in Schedule VI of the Companies Act 2013 and therefore the provisions of Section 186 are not applicable to the extent of any loan made, guarantee given or security provided by the Company in terms of exemption provided u/s 186. Particulars of investments made by the Company are provided in the financial statements which may be read in conjunction with this Report.

RELATED PARTY TRANSACTIONS

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

Further there are no transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year 2018-19, that are required to be reported in Form AOC-2.

HOLDING COMPANY, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

The Company is a subsidiary of Ananthnath Constructions and Farms Private Limited which in turn is a subsidiary of Lodha Developers Limited. The ultimate holding company is Sambhavnath Infrabuild and Farms Private Limited. During the year, under review, the Company did not have any subsidiary, joint ventures or associate companies.

NATIONAL STANDARD (INDIA)LIMITED

RISK MANAGEMENT AND INTERNAL CONTROLS

Risk Management

Your Company has robust process in place to identify key risks and to prioritize relevant action plans to mitigate these risks. 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.

Internal Controls and their adequacy

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

Vigil Mechanism

Your Company provides a common platform to its employees and directors for complaint handling in the form of whistle-blowing (vigil) mechanism. The Company has established a vigil mechanism process by adopting a Vigil Mechanism / 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 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 www.nsil.net.in.

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

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014 is not relevant to the company as the company has no employees, Directors do not draw any remuneration (other than sitting fees) and key managerial personnel have been deputed by the holding company.

The provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time do not apply as there are no employees.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure VI** to this report.

During the financial year 2018-19, the Company neither earned any foreign exchange in terms of actual inflows nor is there any foreign exchange outgo in terms of actual outflows.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of the Listing Regulations and relevant sections of the Act, a Management Discussion & Analysis Statement, Report on Corporate Governance and Practicing Company Secretary's Certificate thereon are included in the Annual Report.

GENERAL

Your Directors state that for the financial year ended March 31, 2019, 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 Board's report.
- b. As there are no employee, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.
- c. There are no material changes or commitments affecting the financial position of the Company between March 31, 2019 and the date of this report.
- d. The Company has not accepted any deposits during financial year 2018-19.
- e. No instance of fraud has been reported to the Board by the Auditors or any other person.
- f. No significant or material orders which impact the going concern status and Company's operations in future were passed by Regulators/Courts/Tribunals
- g. There was no change in the nature of the business of the Company during the financial year 2018 -19
- h. There was no issue of equity shares with differential rights as to dividend, voting or otherwise during the financial year 2018-19.
- i. The Company has not issued any shares (including sweat equity shares) to its employees under any scheme during the financial year 2018-19.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a. in the preparation of the annual accounts the applicable accounting standards had been followed and there are no material departures;
- b. 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 at the end of the financial year and of the loss of the Company for that period;
- 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 that such internal financial controls are adequate and were operating effectively; and

NATIONAL STANDARD (INDIA)LIMITED

- 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.

ACKNOWLEDGEMENTS

Your directors would like to express their grateful appreciation for the assistance and support extended by all stakeholders.

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

Smita Ghag
Chairperson
DIN: 02447362

Bhushan Shah
Director
DIN: 07484485

Date : May 23, 2019
Place: Mumbai

Annexure I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As On The Financial Year Ended On March 31, 2019
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

| Particulars | | Details |
|--|---|--|
| CIN | : | L27109MH1962PLC265959 |
| Registration Date | : | August 20, 1962 |
| Name of the Company | : | National Standard (India) Limited |
| Category of the Company | : | Company Limited By Shares |
| Sub-Category of the Company | : | Indian Non-Government Company |
| Address of the Registered Office | : | 412, Floor-4, 17G,Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001. |
| Contact Details | : | 022 – 61334400 |
| Whether listed company | : | Yes |
| Name of Registrar & Transfer Agents | : | C B Management Services Private Limited |
| Address of Registrar & Transfer Agents | : | P-22, Bondel Road, Kolkata- 700019 |
| Contact Details of Registrar & Transfer Agents | : | Telephone: 033- 4011- 6728 Fax: 033- 4011- 6739 E - Mail: rta@cbmsl.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10 % or more of the total turnover of the Company:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|---|----------------------------------|------------------------------------|
| 1. | Construction and development of real estate and allied activities | 410 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the Company | CIN | Holding/ Subsidiary/ Associate | % of share held | Applicable Section |
|---------|--|-----------------------|--------------------------------|-----------------|--------------------|
| 1. | Ananthnath Constructions and Farms Private Limited 412, Floor – 4, 17G, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai – 400001 | U45400MH2007PTC173512 | Holding Company | 73.94% | 2(46) |

The Company does not have any subsidiaries, joint ventures or associate companies.

NATIONAL STANDARD (INDIA)LIMITED

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise shareholding

| Category of Shareholders | Shares held at the beginning of the year | | | | Shares held at the end of the year | | | | % Change during The year |
|--|--|-----------|--------------------|-------------------|------------------------------------|-----------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| (a) Individual/HUF | - | - | - | - | - | - | - | - | - |
| (b) Central Govt | - | - | - | - | - | - | - | - | - |
| (c) State Govt (s) | - | - | - | - | - | - | - | - | - |
| (d) Bodies Corp. | 1,47,88,099 | - | 1,47,88,099 | 73.94 | 1,47,88,099 | - | 1,47,88,099 | 73.94 | - |
| (e) Banks / FI | - | - | - | - | - | - | - | - | - |
| (f) Others | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1) | 1,47,88,099 | - | 1,47,88,099 | 73.94 | 1,47,88,099 | - | 1,47,88,099 | 73.94 | - |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| (a) NRIs -Individuals | - | - | - | - | - | - | - | - | - |
| (b) Other-Individuals | - | - | - | - | - | - | - | - | - |
| (c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| (d) Banks / FI | - | - | - | - | - | - | - | - | - |
| (e) Any Others | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2) | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter and promoter group (A) = (A)(1)+(A)(2) | 1,47,88,099 | - | 1,47,88,099 | 73.94 | 1,47,88,099 | - | 1,47,88,099 | 73.94 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| (a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| (b) Banks / FI | - | 90 | 90 | 0 | - | 90 | 90 | 0 | - |
| (c) Central Govt | - | - | - | - | - | - | - | - | - |
| (d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| (e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| (g) FIs | - | - | - | - | - | - | - | - | - |
| (h) Foreign Venture Capital | - | - | - | - | - | - | - | - | - |
| (i) Other (specify) | - | - | - | - | - | - | - | - | - |
| (0) Foreign Financial Institutional | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | 90 | 90 | 0 | - | 90 | 90 | 0 | - |
| 2. Non- Institutions | | | | | | | | | |
| (a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 9,90,600 | 8,840 | 9,99,440 | 5.00 | 9,91,234 | 8,845 | 9,99,679 | 5.00 | - |

NATIONAL STANDARD (INDIA)LIMITED

| Category of Shareholders | Shares held at the beginning of the year | | | | Shares held at the end of the year | | | | % Change during The year |
|--|--|-----------------|--------------------|-------------------|------------------------------------|---------------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| (ii) Overseas | - | - | - | - | - | - | - | - | - |
| (b) Individuals | - | - | - | - | - | - | - | - | - |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 10,940 | 52,342 | 63,282 | 0.32 | 6,022 | 48,903 | 54,925 | 0.28 | (0.04) |
| (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 37,35,232 | 1,93,551 | 39,28,783 | 19.64 | 41,34,931 | 21,920 | 41,56,851 | 20.78 | 1.14 |
| (c) Others (specify) | | | | | | | | | |
| 1. NRI | 2,20,042 | 232 | 2,20,274 | 1.10 | 42 | 232 | 274 | 0.00 | (1.10) |
| 2. Foreign National | - | 32 | 32 | 0 | 0 | 32 | 32 | 0.00 | 0 |
| 3. Clearing Member | - | - | - | - | 50 | 0 | 50 | 0.00 | 0.00 |
| 4. OCB | - | - | - | - | | | | | - |
| 5. Trust | - | - | - | - | | | | | |
| 6. Foreign Portfolio Investor | - | - | - | - | | | | | - |
| 7. Foreign Body Corporate | - | - | - | - | | | | | - |
| Sub-total (B)(2) | 49,56,814 | 2,54,997 | 52,11,811 | 26.06 | 51,32,279 | 79,532 | 52,11,811 | 26.06 | 0.00 |
| Total Public shareholding (B)=(B)(1)+(B)(2) | 49,56,814 | 2,55,087 | 52,11,901 | 26.06 | 51,32,279 | 79,622 | 52,11,901 | 26.06 | - |
| C. Shares held by custodian for GDRs ADRs | - | - | - | - | | | | | - |
| Grand Total(A+B+C) | 1,97,44,913 | 2,55,087 | 2,00,00,000 | 100.00 | 1,99,20,378 | 79,622 | 2,00,00,000 | 100.00 | - |

(ii) Shareholding of Promoters

| Shareholders name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % 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 | |
| Anantnath Constructions and Farms Pvt. Ltd. | 1,47,88,099 | 73.94 | 0.00 | 1,47,88,099 | 73.94 | 0.00 | - |

(iii) Change in Promoters' Shareholding

There was no change in promoters' shareholding during the year.

NATIONAL STANDARD (INDIA)LIMITED

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

| Sr. No. | Top 10 shareholders | Date of change | Shareholding details | | Cumulative Shareholding during the year | |
|---------|---|-------------------|----------------------|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Gurpreet Kaur Shinh | | | | | |
| | At the beginning of the year | 01/04/2018 | 13,60,282 | 6.80 | 13,60,282 | 6.80 |
| | Changes during the year | No change | | | | |
| | At the end of the year | 31/03/2019 | 13,60,282 | 6.80 | 13,60,282 | 6.80 |
| 2. | Niharika Realtors Pvt Ltd | | | | | |
| | At the beginning of the year | 01/04/2018 | 990,001 | 4.95 | 990,001 | 4.95 |
| | Sold during the year | 22/06/2018 | 10 | 0.00 | 989,991 | 4.95 |
| | Sold during the year | 14/09/2018 | 3 | 0.00 | 989,988 | 4.95 |
| | At the end of the year | 31/03/2019 | 9,89,988 | 4.95 | 989,988 | 4.95 |
| 3. | Narinder Pal Singh Shinh | | | | | |
| | At the beginning of the year | 01/04/2018 | 9,36,062 | 4.68 | 9,36,062 | 4.68 |
| | Changes during the year | No change | | | | |
| | At the end of the year | 31/03/2019 | 9,36,062 | 4.68 | 9,36,062 | 4.68 |
| 4. | Ramnika Singh | | | | | |
| | At the beginning of the year | 01/04/2018 | 458,480 | 2.29 | 458,480 | 2.29 |
| | Bought during the year | 01/02/2019 | 49,131 | 0.25 | 507,611 | 2.54 |
| | At the end of the year | 31/03/2019 | 5,07,611 | 2.54 | 507,611 | 2.54 |
| 5. | Amrita Shinh | | | | | |
| | At the beginning of the year | 01/04/2018 | 1,22,500 | 0.61 | 1,22,500 | 0.61 |
| | Changes during the year | No change | | | | |
| | At the end of the year | 31/03/2019 | 1,22,500 | 0.61 | 1,22,500 | 0.61 |
| 6. | Manita Shinh | | | | | |
| | At the beginning of the year | 01/04/2018 | 1,22,500 | 0.61 | 1,22,500 | 0.61 |
| | Sold during the year | 31/08/2018 | 1,22,500 | 0.61 | 0 | 0.00 |
| | Bought during the year | 07/09/2018 | 1,22,500 | 0.61 | 1,22,500 | 0.61 |
| | At the end of the year | 31/03/2019 | 1,22,500 | 0.61 | 1,22,500 | 0.61 |
| 7. | Vishalakshi Mangala Ananthanarayanan | | | | | |
| | At the beginning of the year | 01/04/2018 | 1,20,000 | 0.60 | 120,000 | 0.60 |
| | Sold during the year | 18/05/2018 | 1,20,000 | 0.60 | 0 | 0.00 |
| | At the end of the year | 31/03/2019 | 0 | 0.00 | 0 | 0.00 |
| 8. | Subramoney Arundhati Maya | | | | | |
| | At the beginning of the year | 01/04/2018 | 50,000 | 0.25 | 50,000 | 0.25 |
| | Sold during the year | 06/04/2018 | 50,000 | 0.25 | 0 | 0.00 |
| | At the end of the year | 31/03/2019 | 0 | 0.00 | 0 | 0.00 |
| 9. | Prabha Ananthanarayanan | | | | | |
| | At the beginning of the year | 01/04/2018 | 8,068 | 0.04 | 8,068 | 0.04 |
| | Bought during the year | 06/04/2018 | 1,00,000 | 0.50 | 1,08,068 | 0.54 |
| | Bought during the year | 25/05/2018 | 1,20,000 | 0.60 | 2,28,068 | 1.14 |
| | At the end of the year | 31/03/2019 | 2,28,068 | 1.14 | 228,068 | 1.14 |
| 10. | Subramoney Aditi Kamala | | | | | |
| | At the beginning of the year | 01/04/2018 | 50,000 | 0.25 | 50,000 | 0.25 |
| | Sold during the year | 06/04/2018 | 50,000 | 0.25 | 0 | 0.00 |
| | At the end of the year | 31/03/2019 | 0 | 0.00 | 0 | 0.00 |
| 11. | Heritage Texture Services Pvt Ltd | | | | | |
| | At the beginning of the year | 01/04/2018 | 0 | 0 | 0 | 0 |
| | Bought during the year | 01/06/2018 | 8,099 | 0.04 | 8,099 | 0.04 |
| | At the end of the year | 31/03/2019 | 8,099 | 0.04 | 8,099 | 0.04 |
| 12. | Deoki Nandan Agarwal | | | | | |
| | At the beginning of the year | 01/04/2018 | 875 | 0.00 | 875 | 0.00 |
| | Changes during the year | No change | | | | |
| | At the end of the year | 31/03/2019 | 875 | 0.00 | 875 | 0.00 |

NATIONAL STANDARD (INDIA)LIMITED

| Sr. No. | Top 10 shareholders | Date of change | Shareholding details | | Cumulative Shareholding during the year | |
|---------|---------------------------------|-------------------|----------------------|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 13. | Chimanlal Shantilal Shah | | | | | |
| | At the beginning of the year | 01/04/2018 | 668 | 0.00 | 668 | 0.00 |
| | Changes during the year | No change | | | | |
| | At the end of the year | 31/03/2019 | 668 | 0.00 | 668 | 0.00 |

(v) Shareholding of Directors and Key Managerial Personnel

| Sr Nos | Name of Director / KMP | Date of change | Shareholding details | | Cumulative shareholding during the year | |
|--------|-------------------------------|----------------|----------------------|--|---|--|
| | | | No of shares | % of total shares to the total shares of the Company | No of shares | % of total shares to the total shares of the Company |
| 1. | Narinder Pal Shinh * | | | | | |
| | At the beginning of the year | | 9,36,062 | 4.68 | 9,36,062 | 4.68 |
| | Changes during the year | | NIL | | | |
| | At the end of the year# | | 9,36,062 | 4.68 | 9,36,062 | 4.68 |
| 2. | A L Ananthanarayanan * | | | | | |
| | At the beginning of the year | | 8,79,828 | 4.40 | 8,79,828 | 4.40 |
| | Changes during the year | | Nil | Nil | Nil | Nil |
| | At the end of the year | | 8,79,828 | 4.40 | 8,79,828 | 4.40 |

* excludes shares held jointly with family members

Mr. Narinder Pal Shinh resigned as the Director of the Company w.e.f. October 18, 2018 and Mr. A L Ananthanarayanan also resigned w.e.f. 9th May, 2019.

V. INDEBTEDNESS

(Rs. in lakhs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 7.63 | - | 7.63 |
| Total (i+ii+iii) | - | 7.63 | - | 7.63 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | - | - | - |
| • Reduction | - | 4.35 | - | 4.35 |
| Net Change | - | 4.35 | - | 4.35 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | 3.28 | - | 3.28 |
| Total (i+ii+iii) | - | 3.28 | - | 3.28 |

NATIONAL STANDARD (INDIA)LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors

| Sr. No. | Particulars of Remuneration | Name of Director | | Total Amount |
|---------|--|--------------------|-----------------|-------------------|
| | | Bhushan Shah | Prakash Vaghela | |
| 1. | Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify | 1,35,000 - - | 90,000 | 225,000 - - |
| | Total (1) | 1,35,000 | 90,000 | 225,000 |
| 2. | Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • others, please specify | - - - | - | - |
| | Total (2) | Nil | Nil | Nil |
| | Total (B)=(1+2) | 1,35,000 | 90,000 | 225,000 |
| | Total Managerial Remuneration | NA | NA | NA |
| | Overall Ceiling as per the Act | - | - | NA |

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

(Rs. in Lakhs)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | | | Total |
|---------|---|--------------------------|--------------------------|---|---|---------------|
| | | Mr. Chirag Sarvaiya, CEO | Mr. Ramesh Chechani, CFO | Mr. Varun Shah, Company Secretary, upto (December 24, 2018) | Ms. Madhur Mittal, Company Secretary (w.e.f January 25, 2019) | |
| 1 | Gross salary | 41.31 | 100.00 | 9.45 | 0.80 | 151.56 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | NIL | NIL | NIL | NIL |
| | (b) Value of perquisites u/s 17(2) Income- tax Act, 1961 | NIL | NIL | NIL | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | NIL | NIL | NIL | NIL | NIL |
| 2 | Stock Option | NIL | NIL | NIL | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL | NIL | NIL | NIL |
| 4 | Commission -as % of profit -others, specify... | | | | | |
| | | NA | NA | NA | NA | NA |
| 5 | Others, please specify | NA | NA | NA | NA | NA |
| | Total | 41.31 | 100.00 | 9.45 | 0.80 | 151.56 |

D. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019.

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

Smita Ghag
Chairperson
DIN: 02447362

Bhushan Shah
Director
DIN: 07484485

Date : May 23, 2019
Place: Mumbai

Annual Report on Corporate Social Responsibility
[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1. | A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects and programs | The Policy emphasizes initiatives in specific areas of social development that would include primary and secondary education, skills development, vocational training, health and hygiene, preventive health care and sanitation, women empowerment, environment and ecological protection, character building by providing training opportunities in sports and cultural activities etc. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is available on the Company's website at the web link http://www.nsil.net.in/investor-relation/policies |
| 2. | Composition of the CSR Committee as on March 31, 2019 | <ul style="list-style-type: none"> • Ms. Smita Ghag - Chairperson • Mr. Bhushan Shah • Mr. Prakash Vaghela |
| 3. | Average Net Profit of the Company for last three financial years | Rs. 6,006.98 lakhs |
| 4. | Prescribed CSR Expenditure (two percent of the amount as per item 3 above) | Rs. 120.14 lakhs |
| 5. | Details of CSR spent during the financial year; a. Total amount spent for the financial year b. Amount unspent, if any c. Manner in which the amount spent during the financial year is detailed below: | Nil, Rs.120.14 lakhs N.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. | The CSR requirement was met at a group level. As against a CSR spend requirement of Rs. 1,372 lakhs, the actual spend on CSR for the financial year 2018-19 was Rs. 2,244 lakhs in the fields of environment sustainability, preventive health care, social economics development, training and education etc. |

Our CSR Responsibility

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

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

Smita Ghag
Chairperson of the Committee
DIN: 02447362

Bhushan Shah
Director
DIN: 07484485

Date : May 23, 2019
Place: Mumbai

Salient features of the CSR Policy

A. Policy Objectives:

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

B. Implementation:

All CSR projects/activities will be over and above the normal course of the Company's business and will be implemented as permissible under the applicable provisions of the Companies Act.

C. Governance :

CSR implementation shall be periodically reviewed and monitored by the CSR Committee of the Board constituted as per the requirements of Section 135 of the Companies Act, 2013.

D. CSR focus areas:

The Company may undertake the following 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;

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

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

Smita Ghag
Chairperson
DIN: 02447362

Bhushan Shah
Director
DIN: 07484485

Date : May 23, 2019
Place: Mumbai

Salient features of the Nomination & Remuneration Policy**A. Policy Objectives**

The objectives of the Nomination & Remuneration Policy are:

1. To ensure diversity on the Board of Directors
2. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/independent) of the Company
3. To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company
4. To formulate the criteria for evaluation of performance of Directors

B. Policy Coverage**Part A: Board Composition****Board Diversity**

The Committee shall periodically review the size and composition of the Board so as to have an appropriate mix of executive and independent Directors, to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

Succession planning

The Committee shall establish and review Board, KMP and Senior Management succession plans in order to ensure and maintain a continuing balance of relevant skills, experience and expertise on the Board and Senior Management.

PART B: Appointment and removal of Directors, KMP and Senior Management

The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend their appointment to the Board.

The Committee may also recommend removal of a Director, KMP or Senior Management with reasons recorded in writing, subject to the provisions and compliance of the said Act, rules and regulations.

PART C: Remuneration to Directors, KMP and Senior Management

The overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company

Remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.

The Company may implement reward & retention schemes from time to time as per organizational needs. These shall be subject to approval of the Committee.

NATIONAL STANDARD (INDIA)LIMITED

PART D: Board Evaluation

The Committee shall carry out an annual evaluation of performance of the Board and Board Committees and formulate criteria for evaluation of performance of independent directors and the Board.

The Committee shall determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

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

Smita Ghag
Chairperson
DIN: 02447362

Bhushan Shah
Director
DIN: 07484485

Date : May 23, 2019
Place: Mumbai

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019
[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 Members
NATIONAL STANDARD (INDIA) LIMITED
CIN: L27109MH1962PLC265959
412, Floor 4, 17 G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle,
Fort Mumbai 400001

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

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act 2013 and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - **Not Applicable during the audit period**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018; **Not Applicable during the audit period**
 - (d) The Securities and Exchange Board of India (Share based employee benefits) Regulation, 2014; **Not Applicable during the audit period**

NATIONAL STANDARD (INDIA)LIMITED

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the audit period**
 - (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; **Not Applicable during the audit period**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018- **Not Applicable during the period under Review**
- (vi) The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

I further report that, during the audit period:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period,

- i. In the month of December 2017, Anantnath Constructions and Farms Private Limited, promoter of the Company, had expressed an intention to acquire the equity shares held by the public shareholders. The Company had accordingly initiated delisting procedures (pursuant to Board and shareholder approvals granted on February 14, 2018 and March 17, 2018 respectively). These approvals have now been lapsed.

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

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

**Place: Mumbai
Date: May 10, 2019**

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in below:

A. Conservation of Energy**i. Steps taken or impact on conservation of energy and use of alternate sources of energy**

- Use of variable frequency drives for all elevators and air-conditioning equipment.
- Extensive use of materials like fly ash, GGBS, etc. resulting in saving of cement thus indirectly saving energy consumed in manufacturing of cement.
- Fine tuning of electrical designs to contain voltage drop to less than 5%.
- Use of low voltage PL lamps
- Installation of waste water equipment plants for treating waste water and utilising it for air-conditioning, watering of green spaces and flushing.

ii. Capital investment on energy conservation equipment

The Company has made investments for reduction in consumption of energy. The capital investment on energy conservation equipment cannot be quantified.

iii. Impact of measures for reduction of energy consumption

- Reduction in overall maximum demand for the electricity and consequent energy saving benefits to the residents.
- Maintenance of eco system balance on account of provision of extensive green cover, water bodies, waste water treatment and rain harvesting.
- Soil conservation by a complete ban on use of mud bricks in construction and using light weight blocks and reduction in air pollution by utilization of fly ash
- Conservation of forests by use of modern metallic form work instead of timber form work
- Reducing fuel consumption and carbon monoxide pollution by installation of state of the art electronic parking management system

B. Technology absorption

Due to completion of the Company's project, no technology absorption measures were taken during the year.

For and on behalf of the Board

National Standard (India) Limited

Smita Ghag

Chairperson

DIN: 02447362

Bhushan Shah

Director

DIN: 07484485

Date : May 23, 2019

Place: Mumbai

CORPORATE GOVERNANCE REPORT

The Company's philosophy on Code of Governance

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders viz regulators, employees, customers, vendors, investors and the society at large.

The philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), encompassing the fundamentals of rights and roles of various stakeholders of the Company, timely information, equitable treatment, role of stakeholders disclosure and transparency and board responsibility.

I. Board of Directors

- i. As on March 31, 2019, the Company had six Directors, of which four were non-executive and two were independent. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board hold directorships in more than ten public companies and no director is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors are related to each other.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act.
- iv. In terms of Regulation 25(8) of SEBI Listing Regulations, independent directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management.
- v. Four Board meetings were held during the year; on May 22, 2018, August 9, 2018, November 12, 2018 and January 25, 2019. The gap between two meetings did not exceed 120 days.
- vi. Names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other public limited companies as on March 31, 2019 are given below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

NATIONAL STANDARD (INDIA)LIMITED

| Name of Director(s) and DIN | Category of directorship in the Company | No. of Board meetings held during the year: 4 | Attendance at last AGM | As on March 31, 2019 | | | List of directorships in other listed companies & category of directorship | Director's Shareholding in the Company |
|--|---|--|------------------------|--|--|--------|--|--|
| | | | | No. of Directorships in public companies (including the Company) | Membership and Chairmanship of the committees in public companies (including the Company) ⁶ | | | |
| | | | | | Chairman | Member | | |
| Smita Ghag (02447362) | Chairperson, Non-Independent, Non-Executive | 4 | Yes | 6 | 1 | 1 | - | - |
| Bhushan Shah (07484485) | Independent, Non-Executive | 4 | - | 3 | 2 | 3 | Sanathnagar Enterprises Ltd-Independent Director | - |
| Prakash Vaghela (07768595) | Independent, Non-Executive | 4 | Yes | 9 | 2 | 6 | Independent Director in: SVP Global Ventures Ltd, and Roselabs Finance Ltd | - |
| K L Arimpur (08265692) ¹ | Non-Independent, Non-Executive | 1 | N.A. | 1 | - | - | - | - |
| A.L. Ananthanarayanan (00495490) ² | Non-Independent, Non-Executive | 3 | - | 3 | - | 1 | Duncan Industries Limited-Independent Director | 879,828 ⁵ |
| Maninder Singh Chhabra (02630680) ³ | Non-Independent, Non-Executive | 4 | - | 2 | - | 1 | - | - |
| Narinder Pal Shinh (00023160) ⁴ | Non-Independent, Non-Executive | 2 | - | NA | | | - | 936,062 ⁵ |

1. Appointed as Additional director w.e.f. November 12, 2018

2. Resigned on May 9, 2019

3. Resigned on May 23, 2019

4. Resigned on October 18, 2018

5. Excludes shares held jointly as second owner

6. In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

7. There are no inter-se relationships between the Board members.

vii. Information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

viii. One meeting of the independent directors was held on March 25, 2019 during the year 2018-19. The independent Directors, inter-alia, have reviewed the performance of Non-Independent Directors, Chairperson of the Company and the Board as a whole.

ix. The Board periodically reviews the compliance reports of all laws applicable to the Company.

x. The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

NATIONAL STANDARD (INDIA)LIMITED

- Knowledge of the Company's business, policies and culture, major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- Financial and Management skills
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making

II. Board Committees

The Board has constituted four committees as on March 31, 2019.

Audit Committee

The Audit Committee of the Board of Directors is entrusted with the responsibility of supervising the Company's financial reporting process and internal controls viz.

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;
- Reviewing management discussion and analysis of financial condition and results of operations;
- Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- Evaluating internal financial controls and risk management systems;
- Reviewing the functioning of the Code of the Company and Whistle Blowing Mechanism
- Reviewing the utilisation of loans and / or advances from / investments in subsidiaries

As on March 31, 2019, the Audit Committee comprised Mr. Prakash Vaghela, Chairman and Mr. Bhushan Shah, both independent directors and Ms Smita Ghag. All Members of the Committee have relevant experience in financial matters. Senior executives are invited to participate in the meetings of the Committee as and when necessary. The CEO and the Chief Financial Officer are permanent invitees to the meetings and the Company Secretary acts as Secretary to the Committee. The terms of reference of the Committee are in line with the provisions of Section 177 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Audit Committee met four times during the year; on May 22, 2018, August 9, 2018, November 12, 2018 and January 25, 2019. All members attended all the meetings during the year.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of Nomination and Remuneration Committee, inter alia, includes:

- Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine / recommend the criteria for qualifications, positive attributes and independence of Directors;
- Review and determine all elements of remuneration package of all the Executive Directors
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole.
- Recommend to the Board, remuneration payable to Senior Management.

As on March 31, 2019, the Nomination & Remuneration Committee comprised Mr. Prakash Vaghela, Chairman and Mr. Bhushan Shah, both Independent Directors and Ms. Smita Ghag. The terms of reference of Committee are in line with the provisions of Section 178 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Committee met three times during the year; on May 22, 2018, November 12, 2018 and January 25, 2019. All members attended all the meetings during the year.

Corporate Social Responsibility Committee

The role of the CSR Committee includes formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities and reviewing the CSR performance of the Company.

As on March 31, 2019, the CSR committee comprised Ms Smita Ghag, Chairperson and Mr. Prakash Vaghela and Mr. Bhushan Shah, both Independent Directors. The Committee met once during the financial year; on May 22, 2018. All members attended the meeting.

Stakeholders' Relationship Committee

The role of Stakeholders' Relationship Committee includes resolving the grievances of shareholders and ensuring expeditious share transfer, transmission, Demat and Remat Request process.

As on March 31, 2019, the Stakeholders' Relationship Committee comprised Ms. Smita Ghag, Chairperson, Mr. Bhushan Shah and Mr. Maninder Chhabra. The Committee met four times during the year; on May 22, 2018, August 9, 2018, November 12, 2018 and January 25, 2019. All directors (other than Mr. Maninder Chhabra who was inducted to the Committee on January 25, 2019) attended all meetings of the Committee.

Stakeholders Relationship Committee - other details

- a. Name, designation and address of Compliance Officer:
Ms. Madhur Mittal,
Company Secretary and Compliance Officer
10th Floor, Lodha Excelus, NM Joshi Marg,
Apollo Mills Compound, Mahalaxmi- 400011
- b. Details of investor complaints received and redressed during financial year 2018-19:
During the financial year 2018-19, one Investor Grievance for non-receipt of annual report was received and was resolved. As on March 31, 2019, no complaints were outstanding.

NATIONAL STANDARD (INDIA)LIMITED

III. Board Evaluation

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

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

IV. Board Processes

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

- Annual operating plans and budgets, capital budgets and other updates.
- Quarterly, half-yearly and annual financial results of the Company and its operating divisions or business segments.
- Detailed presentations on business strategy and future outlook of the Company.
- Minutes of meetings of various Committees of the Board.
- Significant sale of investments, subsidiaries or assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.

Familiarization Programmes

The Familiarization program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction / appointment, the Independent Directors are familiarized with their roles, responsibilities and duties. Details of the familiarization programmes imparted to independent directors can be accessed the website of the Company at the link <http://www.nsil.net.in/sites/default/files/upload/pdf/policies/Familiarisation-programme.pdf>

V. General Body Meetings

Details of previous three Annual General Meetings and special resolutions if any passed at these meetings:

| Financial year | Date & Time | Venue | Special resolutions passed by a special majority |
|----------------|-------------------------------|--|--|
| 2017-18 | September 24, 2018 -3.00 p.m. | Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi, Mumbai-400011 | - |
| 2016-17 | August 29, 2017- 3.30 p.m. | | - |
| 2015-16 | September 29, 2016- 3.30 p.m. | | Contracts or arrangements with related parties |

No special resolution was passed by the Company last year through Postal Ballot. No special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

VI. Disclosures

Means of Communication

The quarterly, half-yearly and annual financial results of the Company are published in English newspaper Financial Express and in Marathi Mumbai Lakshadeep. The results are also displayed on the Company's website <http://www.nsil.net.in>. Statutory notices are published in Financial Express and Mumbai Lakshadeep. Financial Results, Statutory Notices, Press Releases etc are submitted to BSE Limited (BSE) through BSE Listing Centre and Calcutta Stock Exchange Limited (CSE) as well as uploaded on the Company's website. A Management Discussion and Analysis Report forms part of this Annual Report.

Designated exclusive email-IDs: The Company has designated the following email-ID investors.nsil@lodhagroup.com exclusively for investor servicing.

Letter to Investor: - Letters were sent to the shareholders / debenture holders as per records, for Dematerialization of shares / updating PAN and Bank Account details. The Company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialised form w.e.f. April 1, 2019.

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

General Shareholder information

| | | |
|--|---|---------------------------------|
| Company Registration Details | The Company is registered in the State of Maharashtra, India. CIN L27109MH1962PLC265959 | |
| 56th Annual General Meeting | Date : September 24, 2019 | |
| | Time : 1.00 p.m. | |
| | Venue : 8 th Floor, Lodha Excelus, Apollo Mills Compound, N.M.Joshi Marg, Mahalaxmi, Mumbai-400011 | |
| Financial Year | April – March | |
| Book closure dates | Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both days inclusive) | |
| Dividend payment date | No dividend has been declared for the financial year 2018-19 | |
| E-mail address for shareholders | Investors.nsil@lodhagroup.com | |
| Listing | BSE Limited | Calcutta Stock Exchange Limited |
| | Phiroze Jeejeebhoy Towers | 7, Lyons Range, Dalhousie, |
| | Dalal Street Mumbai- 400001 | Kolkata-700001 |
| Scrip Code | 504882 | 024063 |
| Annual listing fees | Paid for financial year 2019-20 to BSE and CSE | |
| Annual Custody Fees | Paid for financial year 2019-20 to NSDL and CDSL | |
| Trading | Trading in equity shares of the Company was suspended on BSE limited and CSE Limited. The suspension of trading has been revoked by BSE Limited and Calcutta Stock Exchange Limited with effect from May 13, 2017 and March 29, 2018, respectively. | |

NATIONAL STANDARD (INDIA)LIMITED

| | | | | |
|--|---|----------------------|------------------|-------------------------------|
| Market price data and performance in comparison to broad based indices such as BSE Sensex | High, Low and number of equity shares traded during each month in the year 2018-19 on BSE Ltd is as under: | | | |
| | Date | High (Rs.) | Low (Rs.) | Volume (No. of Shares) |
| | Mar-19 | 27.80 | 26.50 | 60 |
| | Aug-18 | 25.25 | 25.25 | 1 |
| | Jun-18 | 24.05 | 22.95 | 2 |
| | PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES SUCH AS BSE SENSEX, CRISIL INDEX ETC; | | | |
| | | 1 year | 2 year | |
| | NSIL | 26.94% | N.A. | |
| | Sensex | 17.30% | 30.56% | |
| Outstanding GDRs/ADRs/ Warrants/ Convertible Instruments | Not applicable | | | |
| Registrar & Transfer agent | C B Management Services (P) Limited P-22, Bondel Road, Kolkata – 700 019 Telephone: 033- 4011- 6728 Fax: 033- 4011- 6739 E – Mail: rta@cbmsl.com | | | |
| Share transfer system | <p>Transfers of equity shares which are in electronic form are effected through depositories with no involvement of the Company. Physical share transfers are processed and duly endorsed share certificates are dispatched within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects.</p> <p>In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository.</p> | | | |
| Shareholding as on March 31,2019 | Categories of shareholding as on March 31, 2019 | | | |
| | Category | No. of Shares | % | |
| | Promoters & Promoters group | 14,788,099 | 73.94 | |
| | Mutual Fund & Unit Trust of India | - | - | |
| | Banks, Financial Institutions & Insurance Companies | 90 | 0.00 | |
| | Foreign Institutional Investors | - | - | |
| | Bodies Corporate | 999,679 | 5.00 | |
| | Indian Public | 42,11,776 | 21.06 | |
| | Non-Resident Indians | 274 | 0.00 | |
| | Foreign National | 32 | 0.00 | |
| | Clearing Member | 50 | 0.00 | |
| | Total | 20000,000 | 100.00 | |

NATIONAL STANDARD (INDIA)LIMITED

| | | | | | |
|---|--|----------------------------|---------------|----------------------|---------------|
| | Distribution of shareholding as on March 31, 2019 | | | | |
| | Range | No. of Shareholders | % | No. of Shares | % |
| | 1 - 500 | 973 | 97.99 | 52,415 | 0.26 |
| | 501- 1000 | 7 | 0.70 | 4548 | 0.02 |
| | 1001- 2000 | - | - | - | - |
| | 2001- 3000 | - | - | - | - |
| | 3001- 4000 | - | - | - | - |
| | 4001- 5000 | - | - | - | - |
| | 5001- 10000 | 1 | 0.10 | 8,099 | 0.04 |
| | 10001 - 50000 | 2 | 0.20 | 46,164 | 0.23 |
| | 50001- 99999999 | 10 | 1.01 | 198,88,774 | 99.45 |
| | Total | 993 | 100.00 | 200,00,000 | 100.00 |
| 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.</p> <p>Details of shares held in Demat form with NSDL and CDSL and physical form as on March 31, 2019 is as given hereunder:</p> | | | | |
| | Particulars | No of Equity Shares | % | | |
| | No. of Shares held in demat form NSDL | 5131371 | 25.66 | | |
| | No. of Shares held in demat form CDSL | 14789007 | 73.95 | | |
| | Physical Shares | 79622 | 0.39 | | |
| | Total | 2,00,00,000 | 100.00 | | |
| Commodity price risk or foreign exchange risk and hedging activities | Not applicable | | | | |
| Plant locations | The Company's project is at Plot No. F/4, Road No. 22, Wagle Industrial Estate, Thane 400604, Maharashtra. | | | | |
| Address for correspondence | <p>All Members correspondence should be forwarded to CB Management Services (P) Limited, the Registrar and Transfer Agent at P-22, Bondel Road, Kolkata – 700 019 Telephone: 033- 4011- 6728 Fax: 033- 4011- 6739 E – Mail: rta@cbmsl.com or to the Investor Service Department at the corporate office of the Company at 10th Floor, The Company Secretariat Department, Lodha Excelus, Apollo Mills compound, N.M Joshi Marg, Mahalaxmi, Mumbai 400011 Tel: +9122 6133 4400 Fax : +9122 2302 4550 Email: investors.nsil@lodhagroup.com</p> | | | | |
| Credit ratings | Not Applicable | | | | |

NATIONAL STANDARD (INDIA)LIMITED

As required under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

Other disclosures

| | |
|---|--|
| Related Party Transactions | There were no materially significant Related Party Transactions that could potentially conflict with the interests of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The related party transactions policy is available on the website of the Company at www.nsil.net.in |
| Regulatory non compliances and details of penalty, strictures related to capital markets during the last three years | There were no cases of regulatory non-compliance during the last three financial years. |
| Whistle Blower Policy and Vigil Mechanism | The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about fraudulent act or unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company www.nsil.net.in |
| Mandatory and non mandatory requirements | The Company has complied with all the mandatory requirements of the SEBI Listing Regulations. Adoption of the discretionary requirements by the Company is reviewed by the Company from time to time. |
| Web links | The Company's Web-site http://www.nsil.net.in has a separate section for investors 'Investor Relations' where Company policies and other investor related information is available. |
| Details of utilization of funds raised through preferential allotment or QIB | Not applicable |
| Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018 | Not applicable |
| Fees paid to Statutory Auditor and /or other entities in the Auditor's network by the Company | Rs. 12,00,000 (including Taxation and other matter) |
| Extent to which discretionary requirements as specified in Part E of Schedule II have been adopted | The Company has non-executive chairperson. The audit report on financial statement of the company are unmodified. Internal auditors directly reports to the audit committee. |
| Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing regulations | Complied |
| Compliance with Regulation 39(4) of SEBI Listing Regulations | There are no unclaimed shares. Hence the compliance mechanism laid down under Regulation 39 (4) of the SEBI Listing Regulations read together with Schedule V and VI is not applicable |

VII. CERTIFICATIONS

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

I, Shravan A. Gupta & Associates, Practising Company Secretary, be and hereby declare that none of the Board of Directors of National Standard (India) Limited have been debarred or disqualified from being appointed or continuing as directors of companies by Board/, Ministry of Corporate Affairs, or any such other Statutory Authority,

For Shravan Gupta & Associates

Company Secretary in practice
Membership no A27484
C P no: 9990.

Place: Mumbai
Date: May 23, 2019

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Company has adopted a Code of Conduct for the Board and the Senior Management in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Compliance with the Code has been confirmed by the CEO on behalf of the Board and Senior Management.

In terms of the Listing Regulations, I hereby confirm that all Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2019.

Place: Mumbai
Date: May 23, 2019

Chirag Sarvaiya
CEO

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
National Standard (India) Limited

I have examined the compliance of the conditions of Corporate Governance by National Standard (India) Limited ('the Company') for the year ended March 31, 2019, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliances with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended March 31, 2019.

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

For Shravan Gupta & Associates

Company Secretary in practice
Membership no A27484
Certificate of Practice no: 9990

Place: Mumbai
Date: May 23, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation and International Monetary Fund and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP was estimated to have increased 7.2% in 2017-18 and 7% in 2018-19. India's GDP is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitization, globalization, favourable demographics, and reforms.

India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

Real Estate sector in India

Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 and contribute 13% of the country's GDP by 2025. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs. Sectors such as IT and ITeS, retail, consulting and e-commerce have registered high demand for office space in recent times. Commercial office stock in India is expected to cross 600 million square feet while office space leasing in the top eight cities is expected to cross 100 million square feet during 2019-20. Co-working space across top seven cities has increased sharply in 2019 (up to September), reaching 3.44 million square feet, compared to 1.11 million square feet for the same period in 2018.

Increasing incomes, urbanization and economic growth are driving residential and commercial realty demand in India. It has also become a preferred asset class for investments. Segments like warehousing, housing and affordable housing are growing at a fast pace in India, presenting wider opportunities for investors.

Government initiatives

The Government of India has taken several initiatives to encourage the development in the sector. The Government of India's aim of 'Housing for all by 2022' is driving residential development activity while the Real Estate Development Act 2016 is making the sector more transparent.

Some other major Government Initiatives:

- » Under the Pradhan Mantri Awas Yojana, more than 6.85 million houses have been sanctioned up to December 2018.
- » In February 2018, creation of National Urban Housing Fund was approved with an outlay of Rs 60,000 crore
- » The Securities and Exchange Board of India has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion in the Indian market over the years.

Source <https://www.ibef.org/industry/real-estate-india.aspx>

The MMR Residential Real Estate Market

Overview of the MMR

Mumbai is the financial hub of the country, generating approximately 5% of India's total GDP and accounting for a significant portion of India's total FDI inflows (approximately 30% of FDI inflows in India over 2000-2018). (**Source:** Department of Industrial Policy and Promotion, Quarterly Fact Sheet, December 2018)

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

The population of the MMR is further likely to exceed 26 million in the next 30 years, growing at an annualized growth rate of 0.9% from the current population as of the 2011 census. Given high population density within the Mumbai municipal limits, the regional plan population migration estimates suggests there will be an outmigration from Greater Mumbai (Source: JLL, Affordable Housing in MMR: Key Characteristics and Growth Drivers, 2018).

Overview of the Residential Real Estate Market in the MMR

The MMR region is the largest real estate market in India compared to other key regions and cities across new sales value, units sold and average price realization (Source: PropEquity).

Key Infrastructure Developments in MMR

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

- completion of the Versova-Andheri-Ghatkopar corridor of the MMR's first metro rail, which covers a distance of 11.4 km and which has enhanced the much-needed east-west connectivity;
- completion of the 6.5 km Santacruz Chembur Link Road to enhance the east-west road connectivity;
- completion of the 16.8 km controlled access Eastern Freeway, an elevated road project in Mumbai connecting South Mumbai to the Eastern Express Highway at Ghatkopar, and completion of the 10.6 km Jogeshwari Vikhroli Link Road, a crucial arterial road providing east-west connectivity to Mumbai;
- ongoing implementation of Mumbai Metro Line II (Dahisar West — DN Nagar), which is expected to augment the north-south and east-west connectivity;
- ongoing implementation of Mumbai Metro Line VII (Andheri East — Dahisar East);
- upcoming development of the 35.6 km long coastal road, which will provide high speed connectivity between the western suburbs and south Mumbai;
- upcoming development of the 22.5 km six-lane sea bridge — the Mumbai trans-harbor link connecting Sewri in South Mumbai to Nhava Sheva near the new airport;
- completion of phase I of the Mumbai monorail that connects Chembur to Wadala depot; when completed, the line would connect Chembur to Jacob Circle (11.2 kilometers);
- on-going development of the BKC – Chunabhatti elevated road connector which is expected to cut travel time by 30 minutes and distance by three kilometers; and
- proposed second international airport at Navi Mumbai which is expected to handle 10 million passengers in its first phase of development.

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

INDEPENDENT AUDITOR'S REPORT

To the Members of National Standard (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of National Standard (India) Limited ("the Company"), which comprise the balance sheet as at March 31, 2019 and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report, Report on Corporate Governance and Management Discussion Analysis but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making

judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

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, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss, the statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act, except one director, who is disqualified under section 164(2)(a) of the Act, from being appointed as Director in any Company as on March 31, 2019.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

NATIONAL STANDARD (INDIA)LIMITED

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No.: 124118

Place: Mumbai

Date: May 23, 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NATIONAL STANDARD (INDIA) LIMITED FOR THE YEAR ENDED MARCH 31, 2019.

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No.: 124118

Place: Mumbai

Date: May 23, 2019

NATIONAL STANDARD (INDIA)LIMITED

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NATIONAL STANDARD (INDIA) LIMITED FOR THE YEAR ENDED MARCH 31, 2019.

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

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets (Property, Plant and Equipment).
- (b) All the fixed assets (Property, Plant and Equipment) have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The Company does not have any immovable property (in the nature of fixed assets). Accordingly, the provision stated in paragraph 3(i)(c) of the Order is not applicable to the Company.
- ii. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on verification between the physical stock and the book records.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3 (iii)(a) to (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax and cess and any other statutory dues applicable to it. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for the period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax on account of any dispute, are as follows:

| Name of the statute | Nature of dues | Amount (Rs. in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|----------------------|---------------------------------|-----------------------|------------------------------------|--------------------------------------|
| Income Tax Act, 1961 | Income Tax (Including Interest) | 52.77 | Assessment year 2011-2012 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax (Including Interest) | 48.95 | Assessment year 2011-2012 | Income Tax Appellate Tribunal |
| Income Tax Act, 1961 | Income Tax (Including Interest) | 221.33 | Assessment year 2014-2015 | Commissioner of Income Tax (Appeals) |

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, the provisions stated in paragraph 3(viii) of the Order are not applicable to the Company.

- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3(ix) of the Order are not applicable to the Company.
- x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration during the year. Accordingly, the provisions stated in paragraph 3(xi) of the Order are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with the provisions of the sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standard.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3(xvi) of the Order are not applicable to the Company.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No.: 124118

Place: Mumbai

Date: May 23, 2019

NATIONAL STANDARD (INDIA)LIMITED

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NATIONAL STANDARD (INDIA) LIMITED FOR THE YEAR ENDED MARCH 31, 2019.

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

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

We have audited the internal financial controls with reference to financial statements of National Standard (India) Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial control with reference to financial statements 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 with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For MSKA & Associates

Chartered Accountants

ICAI Firm Registration No.: 105047W

Anita Somani

Partner

Membership No.: 124118

Place: Mumbai

Date: May 23, 2019

NATIONAL STANDARD (INDIA)LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

| | Notes | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
|--|--------|------------------------------------|------------------------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, Plant and Equipment | 2 | 4.80 | 7.89 |
| Investment Property | 3 | 399.05 | - |
| Non- Current Tax Assets | 4 | 356.35 | - |
| Other Non- Current Assets | 5 | 270.58 | 174.56 |
| Deferred Tax Asset (Net) | 28 | 201.13 | 25.75 |
| Total Non-Current Assets | | 1,231.91 | 208.20 |
| Current Assets | | | |
| Inventories | 6 | 1,860.02 | 3,817.36 |
| Financial Assets | | | |
| Loans | 7 | 15,959.22 | 13,917.79 |
| Trade Receivables | 8 | 796.45 | 722.25 |
| Cash and Cash Equivalents | 9 | 100.81 | 323.36 |
| Bank Balances other than Cash and Cash Equivalents | 10 | - | 1.24 |
| Other Financial Assets | 11 | 960.42 | 1,507.35 |
| Other Current Assets | 12 | - | 16.34 |
| Total Current Assets | | 19,676.92 | 20,305.69 |
| Total Assets | | 20,908.83 | 20,513.89 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 13 | 2,000.00 | 2,000.00 |
| Other Equity | | | |
| Share Premium | 14 | 0.02 | 0.02 |
| Retained Earnings | 15 | 17,368.26 | 16,892.32 |
| Other Reserves | 16 | 28.11 | 28.11 |
| Equity attributable to Owners of the Company | | 19,396.39 | 18,920.45 |
| Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Other Financial Liabilities | 17 | 104.59 | - |
| Total Non-Current Liabilities | | 104.59 | - |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| Trade Payables | 18 | | |
| Due to Micro and Small Enterprises | | 4.15 | 15.05 |
| Due to Others | | 170.64 | 640.34 |
| Other Financial Liabilities | 19 | 266.82 | 22.98 |
| Current Tax Liabilities (net) | 20 | 300.84 | 167.91 |
| Other Current Liabilities | 21 | 665.40 | 747.16 |
| Total Current Liabilities | | 1,407.85 | 1,593.44 |
| Total Liabilities | | 1,512.44 | 1,593.44 |
| Total Equity and Liabilities | | 20,908.83 | 20,513.89 |
| Significant Accounting Policies | 1 | - | - |
| See accompanying notes to the Financial Statements | 1 - 43 | | |

As per our attached Report of even date For and on behalf of the Board of Directors of
National Standard (India) Limited

For MSKA & Associates

Chartered Accountants

Firm Registration Number: 105047W

Smita Ghag
Director
DIN:02447362

Bhushan Shah
Director
DIN:07484485

Anita Somani
Partner
Membership No. 124118

Rameshchandra Chechani
Chief Financial Officer

Madhur Mittal
Company Secretary
Membership No.: A47976

Place : Mumbai
Date : 23-May-19

Chirag Sarvaiya
Chief Executive Officer

NATIONAL STANDARD (INDIA)LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars | Notes | For the Year ended 31-March-19 ₹ in Lakhs | For the Year ended 31-March-18 ₹ in Lakhs |
|---|---------------|---|---|
| I INCOME | | | |
| Revenue From Operations | 22 | 1,382.21 | 3,548.61 |
| Other Income | 23 | 1,124.85 | 1,226.34 |
| Total Income | | 2,507.06 | 4,774.95 |
| II EXPENSES | | | |
| Cost of Projects | 24 | 1,310.16 | 1,944.90 |
| Employee Benefits Expense | 25 | 153.58 | 163.91 |
| Finance Costs | 26 | 28.96 | 536.54 |
| Depreciation Expense | 2 | 2.37 | 2.04 |
| Other Expenses | 27 | 411.16 | 408.63 |
| Total Expense | | 1,906.23 | 3,056.02 |
| III Profit Before Tax (I-II) | | 600.83 | 1,718.93 |
| IV Tax Expense | | | |
| Current Tax | 28 | (300.27) | (598.72) |
| Deferred Tax | | 175.38 | (7.91) |
| Total Tax Expense | | (124.89) | (606.63) |
| V Profit for the year (III+IV) | | 475.94 | 1,112.30 |
| VI Other Comprehensive Income (OCI) | | | |
| A. Items that will not be reclassified to Statement of Profit and Loss | | - | - |
| B. Items that will be reclassified to Statement of Profit and Loss | | - | - |
| Total Other Comprehensive Income for the year (Net of Tax) (A+B) | | - | - |
| VII Total Comprehensive Income for the year (V + VI) | | 475.94 | 1,112.30 |
| VIII Earnings per Equity Share (in ₹) (Face value of ₹ 10 per Equity Share) | | | |
| Basic | 38 | 2.38 | 5.56 |
| Diluted | | 2.38 | 5.56 |
| Significant Accounting Policies | 1 | | |
| See accompanying notes to the Financial Statements | 1 - 43 | | |

As per our attached Report of even date For and on behalf of the Board of Directors of
National Standard (India) Limited

For MSKA & Associates
Chartered Accountants

Firm Registration Number: 105047W

Smita Ghag
Director
DIN:02447362

Bhushan Shah
Director
DIN:07484485

Anita Somani
Partner
Membership No. 124118

Rameshchandra Chechani
Chief Financial Officer

Madhur Mittal
Company Secretary
Membership No.: A47976

Place : Mumbai
Date : 23-May-19

Chirag Sarvaiya
Chief Executive Officer

NATIONAL STANDARD (INDIA)LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

(A) EQUITY SHARE CAPITAL

₹ in Lakhs

| Particulars | As at 31-March-19 | As at 31-March-18 |
|---|----------------------|----------------------|
| Balance at the beginning of the reporting year | 2,000.00 | 2,000.00 |
| Changes in Equity Share Capital during the reporting year | - | - |
| Balance at the end of the reporting year | 2,000.00 | 2,000.00 |

(B) OTHER EQUITY

₹ in Lakhs

| Particulars | Reserves and Surplus | | | | Total |
|--|----------------------|-------------------------|---------------|-------------------|------------------|
| | Capital Reserve | Capital Subsidy Reserve | Share Premium | Retained Earnings | |
| As at 1-April -18 | 11.44 | 16.67 | 0.02 | 16,892.32 | 16,920.45 |
| Profit for the year | - | - | - | 475.94 | 475.94 |
| Other Comprehensive Income | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | 475.94 | 475.94 |
| As at 31-March-19 | 11.44 | 16.67 | 0.02 | 17,368.26 | 17,396.39 |

₹ in Lakhs

| Particulars | Reserves and Surplus | | | | Total |
|--|----------------------|-------------------------|---------------|-------------------|------------------|
| | Capital Reserve | Capital Subsidy Reserve | Share Premium | Retained Earnings | |
| As at 1-April -17 | 11.44 | 16.67 | 0.02 | 15,780.02 | 15,808.15 |
| Profit for the year | - | - | - | 1,112.30 | 1,112.30 |
| Other Comprehensive Income | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | 1,112.30 | 1,112.30 |
| As at 31-March -18 | 11.44 | 16.67 | 0.02 | 16,892.32 | 16,920.45 |

As per our attached Report of even date For and on behalf of the Board of Directors of National Standard (India) Limited

For MSKA & Associates
Chartered Accountants

Firm Registration Number: 105047W

Smita Ghag
Director
DIN:02447362

Bhushan Shah
Director
DIN:07484485

Anita Somani
Partner
Membership No. 124118

Rameshchandra Chechani
Chief Financial Officer

Madhur Mittal
Company Secretary
Membership No.: A47976

Place : Mumbai
Date : 23-May-19

Chirag Sarvaiya
Chief Executive Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

| | For the Year ended 31-March-19 ₹ in Lakhs | For the Year ended 31-March-18 ₹ in Lakhs |
|---|---|---|
| (A) Operating Activities | | |
| Profit Before Tax | 600.83 | 1,718.93 |
| Adjustments for: | | |
| Depreciation Expense | 2.37 | 2.04 |
| Interest Income | (1,060.58) | (1,133.47) |
| Finance Costs | 28.96 | 536.54 |
| Loss on Disposal of Assets | 4.67 | |
| Sundry Balances/ Excess Provisions written back | (46.44) | (89.41) |
| Operating (loss)/ Profit Before Working Capital Changes | (470.19) | 1,034.63 |
| Working Capital Adjustments: | | |
| Decrease in Trade and Other Receivables | 317.12 | 260.36 |
| (Increase)/ Decrease in Inventories | 1,558.29 | (570.07) |
| Decrease in Trade and Other Payables | (167.10) | (1,103.31) |
| Cash generated from/ (used in) Operating Activities | 1,238.12 | (378.39) |
| Income Tax paid | (523.69) | (1,588.40) |
| Net Cash Flows from/ (used in) Operating Activities | 714.43 | (1,966.79) |
| (B) Investing Activities | | |
| Sale of Property, Plant and Equipment | - | 0.69 |
| (Investment)/ Divestment in Fixed Deposits with Bank | 1.24 | (0.09) |
| Interest received | 1,136.52 | 1,926.34 |
| Loans (Given)/ Received Back (net) | (2,041.43) | 8,713.06 |
| Net Cash Flows from/ (used in) Investing Activities | (903.67) | 10,640.00 |
| (C) Financing Activities | | |
| Finance Costs paid | (33.31) | (698.80) |
| Proceeds/(Repayment) of Borrowings (net) | - | (7,888.18) |
| Net Cash Flows used in Financing Activities | (33.31) | (8,586.98) |
| (D) Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | (222.55) | 86.21 |
| Cash and Cash Equivalents at the beginning of the year | 323.36 | 237.15 |
| Cash and Cash Equivalents at year end | 100.81 | 323.36 |

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Act.
- Reconciliation of liabilities arising from financing activities under Ind AS 7

Borrowings

| | 31-March-19 | 31-March-18 |
|---------------------------------------|-------------|-------------|
| Balance at the beginning of the year | - | 7,888.18 |
| Cash flow | - | (7,888.18) |
| Non cash changes | - | - |
| Balance at the end of the year | - | - |

As per our attached Report of even date For and on behalf of the Board of Directors of
National Standard (India) Limited

For MSKA & Associates
Chartered Accountants

Firm Registration Number: 105047W

Smita Ghag
Director
DIN:02447362

Bhushan Shah
Director
DIN:07484485

Anita Somani
Partner
Membership No. 124118

Rameshchandra Chechani
Chief Financial Officer

Madhur Mittal
Company Secretary
Membership No.: A47976

Place : Mumbai
Date : 23-May-19

Chirag Sarvaiya
Chief Executive Officer

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

1 SIGNIFICANT ACCOUNTING POLICIES

A Company's Background

National Standard (India) Limited (the Company) is a public limited company domiciled and incorporated in India under the Companies Act, 1956 vide CIN - L27109MH1962PLC265959. The Company's registered office is located at 412 , Floor - 4, 17 G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400001. The Company is primarily engaged in the business of real estate development.

B Significant Accounting Policies

I Basis of Preparation

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

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

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

II Summary of Significant Accounting Policies

1 Current and Non-Current Classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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

2 Property, Plant and Equipment

i. Recognition and measurement

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

ii. Subsequent costs

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

iii. Derecognition

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

iv. Depreciation

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as specified in Schedule II of Companies Act, 2013 except for Site/Sales Offices and Sample Flats wherein the estimated useful lives is determined by the management.

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

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

3 Investment Properties

“The Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company is classified as an Investment Property.

Investment properties are measured initially at cost, including transaction and borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any.”

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

The Company depreciates investment properties over the useful life of 60 years from the date of original purchase as prescribed under Schedule II to the Companies Act, 2013.“

4 Inventories

Stock of Building Materials and Traded Goods is valued at lower of cost and net realizable value. Cost is generally ascertained on weighted average basis.

Completed unsold inventory is valued at lower of Cost and Net Realizable Value.

Cost for this purpose includes cost of land, shares with occupancy rights, Transferrable Development Rights, premium for development rights, borrowing costs, construction / development cost and other overheads incidental to the projects undertaken.

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

5 Provisions and Contingencies

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

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

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

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

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

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

7 Financial Instruments

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

Financial Assets

Initial recognition and measurement

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

- those to be measured subsequently at fair value (either through OCI, or through profit or loss)
- those measured at amortised cost

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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

Subsequent measurement

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

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

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

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

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

Debt instruments at FVTOCI

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

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

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

Debt instrument at FVTPL

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

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

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

Equity investments

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

Derecognition of Financial Assets

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

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

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

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

Impairment of Financial Assets

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

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

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, or payables, as appropriate.

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities measured at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

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

Loans and borrowings

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

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

Financial guarantee contracts

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

Derecognition of Financial Liabilities

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

Reclassification of Financial Assets and Financial Liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of Financial Instruments

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

8 Fair Value Measurement

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

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

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

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

9 Cash and Cash Equivalents

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

10 Revenue Recognition

The Company has adopted Ind AS 115 'Revenue from contracts with customers' ('Ind AS 115') using modified retrospective approach, with effect from 1st April, 2018. Refer Note 41 for the transition related disclosure.

The Company has applied five step model as set out in Ind AS 115 to recognise revenue in the Financial Statements. The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- a. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- b. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- c. The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period of time based on the conditions in the contracts with customers.

The specific revenue recognition criteria are described below:

(I) Income from Property Development

"The Company has determined that the existing terms of the contract with customers does not meet the criteria to recognise revenue over a period of time. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

The Company provides rebates to the customers. Rebates are adjusted against customer dues and the revenue to be recognized. To estimate the variable consideration for the expected future rebates the company uses the "most-likely amount" method or "expected value method".

(II) Contract Balances

Contract Assets

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract."

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

ii) Interest Income

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

11 Current Income Tax

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

Deferred Tax

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

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

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

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

Presentation of Current and Deferred Tax:

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

12 Borrowing Costs

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

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

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

13 Earnings Per Share

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

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

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

2 Property, Plant and Equipment

| Particulars | | | | | ₹ in Lakhs |
|------------------------------------|---|------------------------|---------------------------|----------------------|---------------|
| | Site / Sales Offices and Sample Flats | Plant and Equipment | Furniture and Fixtures | Office Equipments | Total |
| Gross Carrying Amount | | | | | |
| As at 01-April-17 | 154.01 | 23.09 | 6.80 | 5.13 | 189.03 |
| Additions | - | - | - | - | - |
| Disposals / Adjustments | | (1.02) | - | - | (1.02) |
| As at 31-March-18 | 154.01 | 22.07 | 6.80 | 5.13 | 188.01 |
| Additions | - | - | - | - | - |
| Disposals / Adjustments | | (0.75) | - | (0.08) | (0.83) |
| As at 31-March-19 | 154.01 | 21.32 | 6.80 | 5.05 | 187.18 |
| Depreciation and Impairment | | | | | |
| As at 01-April-17 | 154.01 | 12.89 | 6.80 | 4.71 | 178.41 |
| Depreciation charge for the year | - | 1.85 | - | 0.19 | 2.04 |
| Disposals / Adjustments | - | (0.33) | - | - | (0.33) |
| As at 31-March-18 | 154.01 | 14.41 | 6.80 | 4.90 | 180.12 |
| Depreciation charge for the year | - | 2.20 | - | 0.17 | 2.37 |
| Disposals / Adjustments | - | (0.09) | - | (0.02) | (0.11) |
| As at 31-March-19 | 154.01 | 16.52 | 6.80 | 5.05 | 182.38 |
| Net Carrying Value | | | | | |
| As at 31-March-19 | - | 4.80 | - | - | 4.80 |
| As at 31-March-18 | - | 7.66 | - | 0.23 | 7.89 |

3 Investment Property

| | | ₹ in Lakhs |
|--|--|-----------------|
| | | Building |
| (A) Gross Carrying Amount | | |
| Cost as at 1-April-17 | | - |
| Additions | | - |
| As at 31-March-18 | | - |
| Additions | | 399.05 |
| As at 31-March-19 | | 399.05 |
| (B) Depreciation and Impairment | | |
| As at 1-April-17 | | - |
| Depreciation charge for the year | | - |
| As at 31-March-18 | | - |
| Depreciation charge for the year | | - |
| As at 31-March-19 | | - |
| (C) Net Carrying Amount (A-B) | | |
| As at 31-March-19 | | 399.05 |
| As at 31-March-18 | | - |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

(i) Income and expenditure of Investment Properties

₹ in Lakhs

| Particulars | 31-March-19 |
|---|--------------|
| Rental and Facilities Income | 53.27 |
| Less : Direct Operating expenses for property that generate Rental Income | - |
| Direct Operating expenses for property that do not generate Rental Income | - |
| Loss from Investment properties before depreciation | 53.27 |
| Depreciation | - |
| Loss from Investment Properties | 53.27 |

(ii) Fair value measurement

As at 31-March-19, the fair value of the properties are ₹ 1,021.09 Lakhs. These valuations are based on recent market transactions.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
|---|------------------------------------|------------------------------------|
| 4) Non- Current Tax Assets | | |
| Advance Income Tax (Net of Provisions of ₹ 9,565.14 Lakhs) | 356.35 | - |
| Total | 356.35 | - |
| 5) Other Non- Current Assets | | |
| Indirect Tax Receivables (Refer note 40) | 270.58 | 174.56 |
| | 270.58 | 174.56 |
| 6) Inventories (At Lower of Cost and Net Realizable Value) | | |
| Building Materials | 9.83 | 11.03 |
| Finished Units | 1,850.19 | 3,806.33 |
| Total | 1,860.02 | 3,817.36 |
| 7) Current Loans Unsecured considered good unless otherwise stated | | |
| “Loans/ Inter Corporate Deposits to Related Parties (Refer Note 32)” | 13,258.89 | 12,558.99 |
| Other Loans | 2,700.33 | 1,358.81 |
| Total | 15,959.22 | 13,917.79 |
| 8) Trade Receivables (Unsecured) | | |
| Considered Good | 796.45 | 722.25 |
| Total | 796.45 | 722.25 |

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
|---|------------------------------------|------------------------------------|
| 9) Cash and Cash Equivalents | | |
| Balances with Banks | 100.81 | 322.86 |
| Cash on Hand | 0.00 | 0.50 |
| | 100.81 | 323.36 |
| 10) Bank Balances other than Cash and Cash Equivalents | | |
| Fixed Deposits held as Margin Money | - | 1.24 |
| | - | 1.24 |
| 11) Other Current Financial Assets | | |
| Interest Receivables | 960.42 | 1,036.36 |
| Accrued Revenue | - | 470.99 |
| Total | 960.42 | 1,507.35 |
| “Terms and conditions:“ | | |
| For terms and conditions with related parties, refer to Note 32 | | |
| 12) Other Current Assets | | |
| Unsecured, considered good unless otherwise stated | | |
| Advance to Suppliers/ Contractors | 14.00 | 30.34 |
| | 14.00 | 30.34 |
| Less : Provision for Doubtful Receivables | (14.00) | (14.00) |
| | - | 16.34 |
| 13) Equity Share Capital | | |
| A) Authorised Share Capital | | |
| Equity Shares | | |
| Numbers | | |
| Balance at the beginning of the year | 2,00,00,000 | 2,00,00,000 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 2,00,00,000 | 2,00,00,000 |
| Amount | | |
| Balance at the beginning of the year | 2,000.00 | 2,000.00 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 2,000.00 | 2,000.00 |
| B) Issued Equity Capital | | |
| Equity Shares of ₹10 each issued, subscribed and fully paid up | | |
| Numbers | | |
| Balance at the beginning of the year | 2,00,00,000 | 2,00,00,000 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 2,00,00,000 | 2,00,00,000 |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
|--|------------------------------------|------------------------------------|
| Amount | | |
| Balance at the beginning of the year | 2,000.00 | 2,000.00 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 2,000.00 | 2,000.00 |
| C) Terms/ rights attached to Equity Shares | | |
| The company has only one class of equity shares having par value of ₹10 per share. Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders. In the event of liquidation, the shareholders will be entitled in proportion to the number of equity shares held by them to receive remaining assets of the Company, after distribution of all preferential amounts. | | |
| D) Shares held by Holding Company Anantnath Constructions and Farms Pvt. Ltd. | | |
| Numbers | 1,47,88,099 | 1,47,88,099 |
| Amount | 1,478.81 | 1,478.81 |
| E) Details of shareholders holding more than 5% shares in the company Anantnath Constructions and Farms Pvt. Ltd. | | |
| Numbers | 1,47,88,099 | 1,47,88,099 |
| % of Holding | 73.94% | 73.94% |
| Gurpreet Kaur Shinh | | |
| Numbers | 13,14,118 | 13,14,118 |
| % of Holding | 6.57% | 6.57% |
| F) There are no shares issued for consideration other than cash during the period of five years. | | |
| 14) Share Premium | | |
| Balance at the beginning of the year | 0.02 | 0.02 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 0.02 | 0.02 |
| 15) Retained Earnings | | |
| Balance at the beginning of the year | 16,892.32 | 15,780.02 |
| Increase during the year | 475.94 | 1,112.30 |
| Balance at the end of the year | 17,368.26 | 16,892.32 |
| 16) Other Reserves | | |
| i) Capital Reserve | | |
| Balance at the beginning of the year | 11.44 | 11.44 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 11.44 | 11.44 |

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
|---|------------------------------------|------------------------------------|
| ii) Capital Redemption Reserve | | |
| Balance at the beginning of the year | 16.67 | 16.67 |
| Increase/(Decrease) during the year | - | - |
| Balance at the end of the year | 16.67 | 16.67 |
| Total Other Reserves (i+ii) | 28.11 | 28.11 |
| The nature and purpose of other reserves: | | |
| (i) Capital Redemption Reserve - Amounts transferred from share capital on redemption of issued shares. | | |
| (ii) Capital Reserve - Amount of Share capital issued on merger. | | |
| 17) Other Non-Current Financial Liabilities | | |
| Deposits | 104.59 | - |
| | 104.59 | - |
| 18) Current Trade Payables | | |
| Due to Micro and Small Enterprises (Refer Note 39) | 4.15 | 15.05 |
| Due to Related Parties | 13.16 | 268.96 |
| Due to Others | 157.48 | 371.38 |
| | 174.78 | 655.39 |
| Terms and conditions: | | |
| i) Trade payables are non-interest bearing and are normally settled as per agreed terms. | | |
| ii) For terms and conditions with related parties, refer to Note 32 | | |
| 19) Other Current Financial Liabilities | | |
| Interest accrued but not due | 3.28 | 7.63 |
| Other Payables | | |
| Payable on Cancellation of Allotted Units | 263.54 | 15.35 |
| | 266.82 | 22.98 |
| 20) Current Tax Liabilities (net) | | |
| Provision for Income Tax (Net of Tax Payments of ₹ 109.69 lakhs, Previous Year ₹ 9,474.75 Lakhs) | 300.84 | 167.91 |
| Total | 300.84 | 167.91 |
| 21) Other Current Liabilities | | |
| Advances Received from Customers | 664.75 | 711.09 |
| Duties and Taxes | 0.65 | 36.07 |
| Total | 665.40 | 747.16 |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| | For the Year ended 31-March-19 ₹ in Lakhs | For the Year ended 31-March-18 ₹ in Lakhs |
|--|---|---|
| 22) Revenue From Operations | | |
| Income From Property Development | 1,325.04 | 2,656.57 |
| Sale of Building Materials | 0.74 | 891.98 |
| Other Operating Revenue | 56.43 | 0.06 |
| Total | 1,382.21 | 3,548.61 |
| 23) Other Income | | |
| Interest Income on: | | |
| Loans | 1,037.69 | 1,133.38 |
| Fixed Deposits with Banks | 22.89 | 0.09 |
| Sundry Balances / Excess Provisions no longer required written back | 46.44 | 89.41 |
| Miscellaneous Income | 17.83 | 3.46 |
| Total | 1,124.85 | 1,226.34 |
| 24) Cost of Projects | | |
| Opening Stock | | |
| Finished Units | 3,806.32 | 3,233.42 |
| Add: Expenditure during the year : | | |
| Land, Construction and Development Cost | 34.25 | 40.59 |
| Reversal of Finished Units | (281.92) | - |
| Purchases of Finished Units | - | 1,583.45 |
| Purchases of Building Materials | 0.67 | 890.74 |
| Other Construction Expenses | 0.08 | 3.02 |
| | 3,559.40 | 5,751.22 |
| Less: Transferred to Investment Property | (399.05) | - |
| | 3,160.35 | 5,751.22 |
| Less: Closing Stock | | |
| Finished Units | (1,850.19) | (3,806.32) |
| | (1,850.19) | (3,806.32) |
| Total | 1,310.16 | 1,944.90 |
| 25) Employee Benefits Expense | | |
| Salaries and Wages* | 153.55 | 163.82 |
| Staff Welfare | 0.03 | 0.09 |
| | 153.58 | 163.91 |
| Less: Allocated to Cost of Projects | - | - |
| Total | 153.58 | 163.91 |
| *Salaries and Wages of ₹ 153.55 Lakhs (31-March-18 ₹163.82 Lakhs) reimbursable to Holding Company and its subsidiary respectively. | | |
| 26) Finance Costs | | |
| Interest Expense on Borrowings and others | 28.96 | 536.54 |
| Total | 28.96 | 536.54 |

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| | For the Year ended 31-March-19 ₹ in Lakhs | For the Year ended 31-March-18 ₹ in Lakhs |
|---|---|---|
| 27) Other Expenses | | |
| Rates and Taxes | 9.15 | 245.36 |
| Postage / Telephone / Internet | 0.85 | 0.81 |
| Printing and Stationery | 0.97 | 0.78 |
| Legal and Professional | 17.02 | 93.45 |
| Travelling and Conveyance | 15.69 | 6.73 |
| Payment to Auditors as: | | |
| Audit Fees | 10.00 | 12.00 |
| Taxation Matters | 1.50 | 1.50 |
| Other Services | 0.50 | 2.00 |
| Advertising expenses | 1.94 | 20.88 |
| Brokerage | 13.29 | 14.54 |
| Repairs and Maintenance | 292.85 | - |
| Miscellaneous Expenses | 47.40 | 10.58 |
| Total | 411.16 | 408.63 |
| 28 Tax Expense: | | |
| a. The major components of Income Tax Expense for the years ended 31-March-19 and 31-March-18 are: | | |
| Current Income Tax: | | |
| Current Income Tax charge | (410.53) | (598.72) |
| Adjustments in respect of current income tax of previous year | 110.26 | - |
| Total | (300.27) | (598.72) |
| Deferred Tax: | | |
| Origination and reversal of Temporary Differences | 175.38 | (7.91) |
| Adjustments in respect of previous year | - | - |
| Total | 175.38 | (7.91) |
| Income Tax Expense reported in the Statement of Profit or Loss | (124.89) | (606.63) |
| b. Reconciliation of Tax Expense and the Accounting Profit before tax multiplied by applicable India Domestic Tax Rate for the year is as under: | | |
| Accounting Profit before Income Tax | 600.83 | 1,718.93 |
| Income tax expense calculated at corporate tax rate | (174.96) | (594.89) |
| Tax effect of adjustment to reconcile expected income tax expense to reported | | |
| Income Tax expense: | | |
| Deductible expenses for tax purposes: | | |
| Other deductible expenses | - | 18.84 |
| Non-deductible expenses for tax purposes: | | |
| Non-deductible expenses - Conversion to capital asset | (60.20) | (5.19) |
| Interest on Tax | - | (25.40) |
| Adjustments in respect of tax of previous year(s) | 110.26 | - |
| Total | (124.89) | (606.63) |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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

| Deferred tax relates to the following: | Balance sheet | |
|--|---|---|
| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
| Accelerated depreciation for tax purposes | 19.99 | 25.75 |
| Conversion to capital asset | 181.14 | - |
| Net Deferred Tax Assets | 201.13 | 25.75 |
| | | |
| | Profit and loss | |
| | For the Year ended 31-March-19 ₹ in Lakhs | For the Year ended 31-March-18 ₹ in Lakhs |
| Accelerated depreciation for tax purposes | (5.76) | 10.93 |
| Expenses allowable but not charged to Statement of Profit and Loss | - | (18.84) |
| Conversion to capital asset | 181.14 | - |
| Deferred Tax Benefit/ (Expense) | 175.38 | (7.91) |

d. Reconciliation of Deferred Tax Assets (Net) :

| | Balance sheet | |
|---|------------------------------------|------------------------------------|
| | As at 31-March-19 ₹ in Lakhs | As at 31-March-18 ₹ in Lakhs |
| Opening balance | 25.75 | 33.66 |
| “Tax Income/(Expense) during the year recognised in Statement of Profit and Loss” | 175.38 | (7.91) |
| Tax income/(expense) during the year recognised in OCI | - | - |
| Closing balance | 201.13 | 25.75 |

29 Category wise classification of Financial Instruments

| | As at 31/March/19 ₹ in Lakhs | As at 31/March/18 ₹ in Lakhs |
|--|------------------------------------|------------------------------------|
| Financial Assets carried at Amortised Cost | | |
| Loans | 15,959.22 | 13,917.79 |
| Trade Receivables | 796.45 | 722.25 |
| Cash and Cash Equivalents | 100.81 | 323.36 |
| Bank Balances other than Cash and Cash Equivalents | - | 1.24 |
| Other Financial Assets | 960.42 | 1,507.35 |
| Total Financial Assets carried at Amortised Cost | 17,816.90 | 16,471.99 |
| Financial Liabilities carried at amortised cost | | |
| Non-Current Other Financial Liabilities | 104.59 | - |
| Trade Payables | 174.79 | 655.39 |
| Current Other Financial Liabilities | 266.82 | 22.98 |
| Total Financial Liabilities carried at amortised cost | 546.20 | 678.37 |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

30 Significant Accounting Judgements, Estimates and Assumptions

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

Judgements, Estimates And Assumptions

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

(i) Useful Life Of Property, Plant And Equipments

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

(ii) Impairment of Non-Financial Assets

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

(iii) Income Taxes

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

(iv) Revenue Recognition

Determination of revenue under the input method necessarily involves making estimates by the Company, some of which are technical in nature, concerning, where relevant, 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.

31 Commitments and Contingencies

a. Leases

Operating lease commitments — Company as lessor

The Company has entered into non-cancellable operating leases on its commercial premises. These leases have terms of five years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

The Company has received following towards lease rentals during the year.

The Company has received ₹ 56.43 lakhs (31- March-18: ₹ Nil) during the year towards minimum lease payment in respect of non - cancellable operating lease.

Future minimum rentals receivable under non-cancellable operating leases are, as follows:

| | 31/March/19 ₹ in Lakhs | 31/March/18 ₹ in Lakhs |
|---|---------------------------|---------------------------|
| Within one year | 200.27 | - |
| After one year but not more than five years | 851.09 | - |
| More than five years | - | - |
| | 1,051.36 | - |

b. Contingent liabilities

Claims against the company not acknowledged as debts

| | 31/March/19 ₹ in lakhs | 31/March/18 ₹ in lakhs |
|---------------------------|---------------------------|---------------------------|
| Disputed Taxation Matters | 323.05 | 425.68 |
| | 323.05 | 425.68 |

The Contingent Liabilities exclude undeterminable outcome of pending litigations.

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

32 Related party transactions

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

List of other related parties:

(As identified by the management), unless otherwise stated

I Person having Control or joint control or significant influence

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

II Close family members of person having Control

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

III Ultimate Holding Company

- | | |
|---|--|
| 1 | Sambhavnath Infrabuild and Farms Pvt. Ltd. |
|---|--|

IV Holding Company

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

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

- | | |
|---|---|
| 1 | Bellissimo Mahavir Associates Dwellers Private Limited (Demerged with Lodha Developers Limited (LDL) wef 27-October-18) |
|---|---|

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

- 2 Cowtown Infotech Services Pvt. Ltd.
- 3 Cowtown Software Design Pvt. Ltd.(formerly known as Nabhiraja Software Design Pvt. Ltd.)
- 4 Bellissimo Developers Thane Private Limited (Merged with Lodha Developers Limited (LDL) wef 30-November-18)

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

- 1 Bellissimo Healthy Constructions and Developers Pvt. Ltd.
- 2 Lodha Ventures Holdings Pvt. Ltd. (formerly known as Eirian Consulting Pvt. Ltd.)(from 29-March-17)

VII Key Management Person (KMP)

- 1 Chirag Sarvaiya (Chief Executive Officer)
- 2 Rameshchandra Chechani (Chief Financial Officer)
- 3 Madhur Mittal (Company Secretary) (w.e.f. 25-January-19)
- 4 Varun Shah (Company Secretary) (upto 24-December-18)
- 5 Smita Ghag (Director)
- 6 Bhushan Shah (Director)
- 7 Maninder Chhabra (Director)
- 8 Prakash Vaghela (Director)
- 9 K L Arimpur (Director) w.e.f. 12 Nov 2018
- 10 A L Ananthnarayanan (Director) upto May 9, 2019

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

(i) Outstanding Balances:

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | As on | Ultimate Holding Company/Holding Company/ Subsidiary of Holding Company |
|---------|--|-------------|--|
| 1 | Trade Payables | 31/March/19 | 13.16 |
| | | 31/March/18 | 268.96 |
| 2 | Interest Accrued but not due on borrowings | 31/March/19 | 3.28 |
| | | 31/March/18 | 6.45 |
| 3 | Loan and Advances Given | 31/March/19 | 13,258.89 |
| | | 31/March/18 | 12,558.99 |
| 4 | Interest Receivables | 31/March/19 | 807.83 |
| | | 31/March/18 | 1,005.24 |

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

(₹ in Lakhs)

| Sr No | Nature of Transactions | Particulars | Relationship | For the year ended | |
|-------|--------------------------------|---|-------------------------------|--------------------|-------------|
| | | | | 31-March-19 | 31-March-18 |
| 1 | Purchase of Building Materials | Cowtown Infotech Services Pvt. Ltd. | Subsidiary of Holding Company | 2.87 | 0.27 |
| | | Lodha Developers Ltd. | Holding Company | 0.21 | 0.03 |
| | | Bellissimo Mahavir Associates Dwellers Pvt. Ltd.# | Subsidiary of Holding Company | - | 1,046.21 |

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

| Sr No | Nature of Transactions | Particulars | Relationship | For the year ended | |
|-------|--|---|-------------------------------|--------------------|-------------|
| | | | | 31-March-19 | 31-March-18 |
| 2 | Sale of Building Materials | Bellissimo Developers Thane Pvt. Ltd. | Subsidiary of Holding Company | - | 0.10 |
| | | "Sambhavnath Infrabuild and Farms Pvt. Ltd.*#" | Ultimate Holding Company | - | 1,049.35 |
| | | Lodha Developers Ltd. | Holding Company | 0.89 | 3.01 |
| 3 | Interest Income | "Sambhavnath Infrabuild and Farms Pvt. Ltd" | Ultimate Holding Company | 15.10 | - |
| | | Lodha Developers Ltd. | Holding Company | 882.50 | 1,116.93 |
| 4 | Interest Expenses | Cowtown Infotech Services Pvt. Ltd. | Subsidiary of Holding Company | 0.21 | 7.17 |
| | | Cowtown Software Design Pvt. Ltd. | Subsidiary of Holding Company | 3.43 | - |
| | | Cowtown Software Design Pvt. Ltd. | Subsidiary of Holding Company | - | 1.07 |
| 6 | Purchase of Flats | Lodha Developers Ltd. | Holding Company | - | 1,301.52 |
| | | Bellissimo Healthy Constructions and Developers Pvt. Ltd. | Others | - | 281.93 |
| 7 | Reversal of Flats purchased | Bellissimo Healthy Constructions and Developers Pvt. Ltd. | Others | 281.93 | - |
| 8 | Loans and Advances given/(Returned)(Net) | Lodha Developers Ltd. | Holding Company | (11,050.09) | (8,077.99) |
| | | Sambhavnath Infrabuild and Farms Pvt. Ltd. | Ultimate Holding Company | 11,750.00 | - |
| 9 | Salaries and Wages | Lodha Developers Ltd.# | Holding Company | 175.81 | 203.76 |
| 10 | Construction Contract Expenses | Cowtown Infotech Services Pvt. Ltd. | Subsidiary of Holding Company | 46.80 | 16.38 |

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

Inclusive of applicable taxes

i) Terms and conditions of outstanding balances with related parties

a) Receivables from Related parties

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

b) Payable to Related Parties

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

c) Loans to Related Parties

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

ii) Terms and conditions of transaction with related parties

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

33 Segment information

For management purposes, the Company has only one reportable segments namely, Development of real estate property. The Board of Directors of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.

34 Financial Instrument measured at Amortised Cost

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

35 Financial risk management objectives and policies

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

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

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

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

(a) Market risk

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

(b) Credit risk

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

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

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

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

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

c) Liquidity risk

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

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

| | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | > 5 years | Total |
|--------------------------------|-------------|--------------------|----------------|---------------|------------|---------------|
| | ₹ in lakhs | ₹ in lakhs | ₹ in lakhs | ₹ in lakhs | ₹ in lakhs | ₹ in lakhs |
| As at 31-March-19 | | | | | | |
| Trade Payables | - | 174.78 | - | - | - | 174.78 |
| Other Financial Liabilities ** | 3.28 | - | 263.54 | 104.59 | - | 371.41 |
| | 3.28 | 174.78 | 263.54 | 104.59 | - | 546.19 |
| As at 31-March-18 | | | | | | |
| Trade Payables | - | 640.34 | - | - | - | 640.34 |
| Other Financial Liabilities ** | 7.63 | - | 15.35 | - | - | 22.98 |
| | 7.63 | 640.34 | 15.35 | - | - | 663.32 |

** Payable on Cancellation of Allotted Units liabilities included in Other financial liabilities are stated at nominal value.

36 Capital management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

NATIONAL STANDARD (INDIA)LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

37 Details of CSR Expenditure

The gross amount required to be spent for CSR activity by the company during the year was ₹ 120.14 Lakhs (31-March-18 ₹152.99 Lakhs). Amount spent during the year was Nil (31-March-18 Nil).

38 Basic and Diluted Earnings Per Equity Share:

| S. Particulars No. | | For the Year ended 31-March-19 | For the Year ended 31-March-18 |
|---|--------------|--------------------------------------|--------------------------------------|
| Basic and Diluted Earnings Per Equity Share | | | |
| (a) Profit for the year | (₹ in Lakhs) | 475.94 | 1,112.30 |
| (b) 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 | (₹) | 2.38 | 5.56 |

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

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

(₹ in Lakhs)

| Particulars | As at 31-March-19 | As at 31-March-18 |
|---|----------------------|----------------------|
| Amount unpaid as at year end - Principal | 4.15 | 15.05 |
| Amount unpaid as at year end - Interest | - | - |
| The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 (the 'Act') along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Act. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act. | - | - |

40 The Company is in the process of identifying suitable business operation which will ensure appropriate utilization of Indirect Tax credit as mentioned in Note 5. Further, the Company has assessed that there is no time barrier for utilization/recoverability of Indirect Tax Credit under the law. Accordingly no Provision / write off of part or full balance of input tax credit is considered necessary by the Company.

41 The existing Guidance Note on Accounting for Real Estate Transactions (for entities to whom Ind AS is applicable) has been replaced by Ind AS 115 – 'Revenue from contracts with customers'. Ind AS 115 is mandatory for reporting period beginning on or after 01-April-2018. The Company has opted to adopt Ind AS 115 using modified retrospective method. The application of Ind AS 115 does not have any impact on the retained earnings as on 01-April-2018, being the initial date of application of Ind AS 115. Further, the application of Ind AS 115 also does not have any impact on the financial position of the Company as of March 31, 2019 and Statement of Profit and Loss and cash flow for the year then ended.

NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

42 Standards (including amendments) issued but not yet effective

The standards and interpretations that are issued, but not yet effective up to the date of issuance of the financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

(a) Ind AS 116- Leases

On March 30, 2019, Ministry of Corporate Affairs (“MCA”) has notified the Ind AS 116, Leases. This Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective of the standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. The effective date for adoption of Ind AS 116 is financial periods beginning on or after April 1, 2019. The Company is currently evaluating the requirements of amendments. The Company believe that the adoption of this amendment will not have a material effect on its financial statements.

(b) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

“On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The Company is currently evaluating the impact of this new standard on its consolidated financial statements and expects that the effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.”

(c) Amendment to Ind AS 12 – Income taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, ‘Income Taxes’, in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

(d) Amendment to Ind AS 23 – Borrowing cost

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

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

As per our attached Report of even date For and on behalf of the Board of Directors of National Standard (India) Limited

**For MSKA & Associates
Chartered Accountants**

Firm Registration Number: 105047W

**Smita Ghag
Director
DIN:02447362**

**Bhushan Shah
Director
DIN:07484485**

**Anita Somani
Partner
Membership No. 124118**

**Rameshchandra Chechani
Chief Financial Officer**

**Madhur Mittal
Company Secretary
Membership No.: A47976**

**Place : Mumbai
Date : 23-May-19**

**Chirag Sarvaiya
Chief Executive Officer**

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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.: +9122-61334400 Fax No.: +9122-23024550

**FORM NO. MGT-11
PROXY FORM**

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

Name of the Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id & DPID :

I/We, being the Member(s) of National Standard (India) Limited, holding shares 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 56th Annual General Meeting of the Company, to be held on Tuesday, September 24, 2019 at 1.00 P.M. at 8th Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions | For* | Against* |
|---------|--|------|----------|
| 1. | Consider and adopt Audited Financial Statements, reports of the Board of Directors and Auditors Report thereon' for the financial year ending 31 st March, 2019 | | |
| 2. | Re-appointment of Ms. Smita Ghag (DIN 02447362) as the Director, retiring by rotation | | |
| 3. | Appointment and Continuation of Directorship of of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Non – Executive Director. | | |

Signed this.....day of2019
Signature of shareholder(s) :
Signature of Proxy holder(s) :

Affix
revenue
stamp

Notes:

- 1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 56th Annual General Meeting.
- *3. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 4. Kindly affix revenue stamp of not less than Re. 1 on the proxy form before depositing at the registered office.

NATIONAL STANDARD (INDIA) LIMITED

Regd Office : 412, Floor- 4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001
CIN: L27109MH1962PLC265959 E-Mail: Investors.nsil@lodhagroup.com Website: www.nsil.net.in
Phone No.: +9122-61334400 Fax No.: +9122-23024550

ATTENDANCE SLIP

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

- 1. Name of the Member / Proxy :
- 2. Folio No. / Client Id & DP. Id :
- 3. Number of Shares held :

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

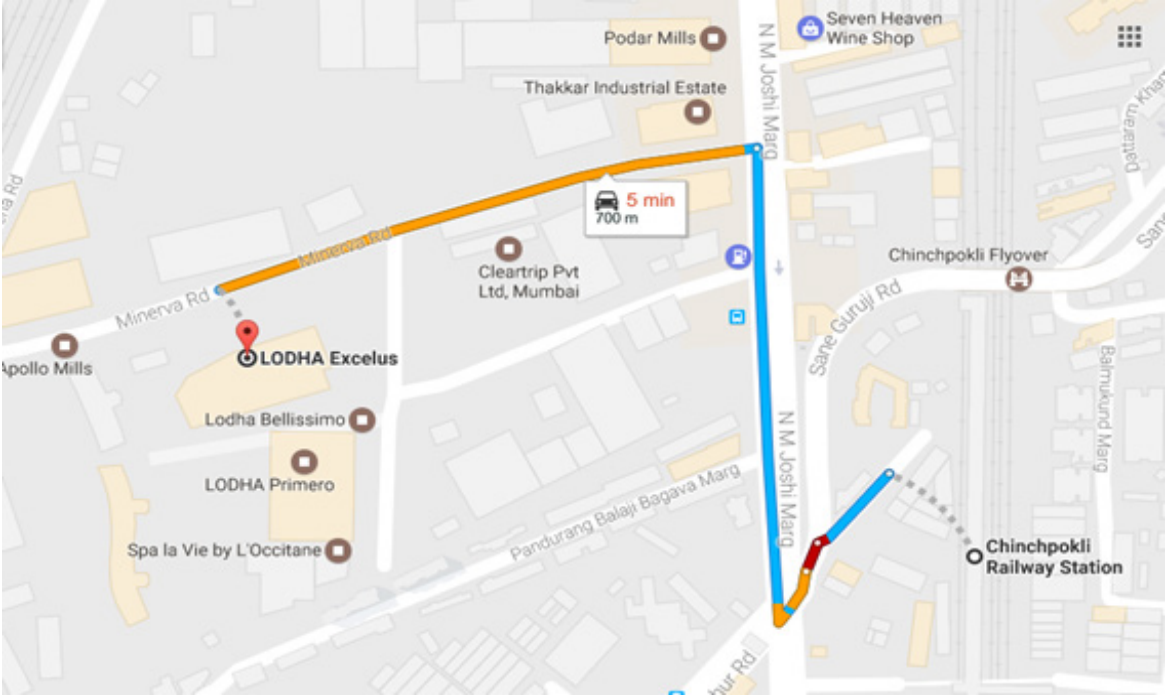
I hereby record my presence at the 56th Annual General Meeting held on Tuesday, September 24, 2019 at 1.00 P.M. at 8th Floor, Lodha Excelus, Apollo Mills Compound, Mahalaxmi, Mumbai - 400011.

Name of the member / Proxy

Signature of the member / Proxy

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

MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING
ADDRESS: 8TH FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, MAHALAXMI, MUMBAI - 400011



If Undelivered, please return to:

The Secretarial Department
NATIONAL STANDARD (INDIA) LIMITED
412, Floor-4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle,
Fort, mumbai - 400 001

NATIONAL STANDARD (INDIA) LIMITED

Lodha Excelus, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011, India

Name of the Company: **National Standard (India) Limited**

| Security Code | Type of Security & paid up value | Book Closure From | To | Record Date | Purpose |
|---------------|--|--|---|-------------|---|
| 504882 | Equity Shares Rs. 10 paid-up per share | From Wednesday September 18, 2019 | To Tuesday September 24, 2019 (both the days inclusive) | N. A. | For the purpose of Annual General Meeting. |

For National Standard (India) Limited


Madhur Mittal
Company Secretary & Compliance officer
Membership No. A47976



Copy to: a. National Securities Depository Limited, Mumbai
b. Central Depository Services (India) Limited, Mumbai
c. Link Intime India Private Limited

NATIONAL STANDARD (INDIA) LIMITED

CIN: L27109MH1962PLC265959

Registered Office: 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai 400001**Website :** www.nsil.net.in **E-mail:** investors.nsil@lodhagroup.com**Tel.:** +91.22.6133 4400 **Fax:** +91.22.23024550**BALLOT FORM**

Serial No. _____

| | |
|---|--|
| 1. Name(s) of Member(s) including Joint holders, if any | |
| 2. Registered Address of the Sole/First named Member | |
| 3. Registered Folio No./DPID and Client ID No. | |
| 4. No. of equity shares held | |

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 56th Annual General Meeting (AGM) of the Company to be held on Tuesday, September 24, 2019 by recording my/our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate box(es) below:

| Item No. | Resolutions | For | Against | No. of shares |
|----------|--|-----|---------|---------------|
| | ORDINARY BUSINESS – ORDINARY RESOLUTIONS | | | |
| 1. | Consider and adopt Audited Financial Statements, reports of the Board of Directors and Auditors Report thereon' for the financial year ending 31st March, 2019 | | | |
| 2. | Re-appointment of Ms. Smita Ghag (DIN 02447362) as the Director, retiring by rotation | | | |
| | SPECIAL BUSINESS - SPECIAL RESOLUTION | | | |
| 3. | Appointment and Continuation of Directorship of of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Non – Executive Director | | | |

Place: Mumbai

Date: _____, 2019

Signature

(Member / Proxy / Authorised Representative)

| EVEN (Electronic Voting Event Number) | User ID | Password |
|---------------------------------------|---------|----------|
| 111544 | | |

- Please see instruction relating to remote e-voting
- Please use your existing password

EVOTING

General Information on voting through electronic means/Ballot:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facilities to its Members in respect of the business to be transacted at the 56th Annual General Meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) as authorized agency to provide the e-Voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-Voting facility. In order to facilitate those Members, who do not wish to use the remote e-Voting facility, the Company is enclosing the Ballot Form. Resolutions passed by Members through remote e-Voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM) of the Company.
- ii. The facility for Voting shall also be made available at the venue of the AGM for those Members who have not cast their votes earlier.
- iii. The Members who have cast their votes by remote e-Voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- iv. Members can opt for only one mode of voting i.e. either by remote e-Voting or by Ballot Form. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- v. In case a Member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to www.nsil.net.in by mentioning their Folio No./DP ID and Client ID No. The duly completed Ballot Form should reach the Scrutinizer, Shrawan A. Gupta, Practicing Company Secretary, A-102, 1st Floor, Suryakiran CHS, Near HDFC Bank, Chamunda Circle, SVP Road, MTNL Lane, Borivali (W), Mumbai 400 092, not later than Monday, September 23, 2019 (5.00 p.m. IST). Ballot Forms received after this date will be treated as invalid.
- vi. The remote e-Voting period will commence on Friday, September 20, 2019 (9.00 a.m. IST) and will end on Monday, September 23, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 17, 2019, may cast their votes by remote e-voting. The remote e-Voting module will be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 17, 2019.
- vii. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the dates of the Book Closure (Wednesday, September 18, 2019 to Tuesday, September 24, 2019, both days inclusive) but has ceased to be a Member on the cut-off date i.e. Tuesday, September 17, 2019, he/she will not be entitled to vote. Such person should treat this Notice for information purposes only.
- viii. Mr. Shrawan A. Gupta, Practicing Company Secretary, has been appointed as the Scrutinizer for overseeing the physical voting and remote e-Voting process in a fair and transparent manner.
- ix. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer will be placed on the website of the Company www.nsil.net.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results will also be uploaded on the BSE Listing Portal.
- x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 24, 2019.

Procedure for e-Voting as prescribed by NSDL:

For Members whose e-mail addresses are registered with the Company/Depositories:

Open the e-mail received from NSDL and follow instructions mentioned therein to cast your vote.

For Members whose e-mail addresses are not registered with the Company/Depositories:

Members will receive a Ballot Form along with the Annual Report. They have two options:

- i. To opt for voting by Physical Ballot: Those Members who choose to cast their vote by a physical ballot or who do not have access to e-Voting facility, should fill in the Ballot form and post it to the Company OR
- ii. To opt for remote e-voting: Follow the steps mentioned herein below, to cast your votes.

How to vote electronically using NSDL e-Voting system?

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: How to Log-in to NSDL e-Voting website?

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example, if folio number is A00001 and EVEN is 111544 then user ID is 111544A00001 |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password" you need to enter the "initial password" and the system will force you to change your password.
 - c) How to retrieve your "initial password"?
 - (i) If your email ID is registered in your demat account or with the Company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".
 - (ii) If your email ID is not registered, your "initial password" is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL), option is available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode), option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, PAN, name and registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to " www.nsil.net.in" with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
Members may also send their queries relating to e-Voting to Ms Pallavi Mhatre of NSDL, at E-mail id: evoting@nsdl.co.in or call Toll free No.: 1800-222-990 / Tel. No.: 022-2499 4545.

Additional Information:

- i. The Members are requested to update their mobile numbers and e-mail ID's in the user profile details of the folio, which may be used by the Company for sending future communication(s) to them.
- ii. Any person, who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 17, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and Password for casting the votes.