National Steel & Agro Industries Ltd.

30th August, 2017

Ref. No.: NSAIL/SEC/2017

To,
Corporate Relationship Department,
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai– 400 001

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza', C-1, Block G,
Bandra - Kurla Complex,
Bandra (E)
Mumbai - 400 051

Sub: Notice of Annual General Meeting and Book Closure.

Dear Sir/ Madam,

Notice is hereby given that 31st Annual General Meeting (AGM) of the Company will be held on Thursday, 21st September, 2017 at 12 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 (Maharashtra) to transact the businesses as set out in the Notice of AGM.

Notice of the AGM together with the Annual Report for the financial year 2016- 2017 is enclosed herewith.

Further, notice is hereby given that the Register of Member & Share Transfer Book of the Company will remain closed from Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (both days inclusive) for the purpose of AGM.

Further, as already informed vide our letter dated 28th August, 2017 that Board of Directors will consider interim dividend at its meeting scheduled to be held on Monday, 4th September, 2017, and if the Board of Directors declares interim dividend at its meeting, then the Book Closure will be same

CIN : L27100MH1985PLC140379 **Admn. Office :** 401, Mahakosh House; 7/5 South Tukoganj, Nath Mandir Road, Indore - 452 001, M.P., India
Ph : +91 731 2518167-8-9, 2528133. Fax: +91 731 2516714. Web : www.nsail.com
Regd Office : 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021. Ph : +91 22 22886267, 22025098, Fax : +91 22 22025084

as mentioned aforesaid i.e. Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (both days inclusive) for ascertaining the name of the shareholders, who will be entitled to receive the interim dividend.

Kindly take this information on record and acknowledge the same.

Thanking You,

Yours Faithfully,

For National Steel and Agro Industries Limited

Pankaj Gupta
Company Secretary
Membership No.: FCS 9219

ANNUAL REPORT 2016-17

NATIONAL

National Steel & Agro Industries Ltd

"Leadership Through Excellence in Technology, Quality & Exports"

PERFORMANCE AT A GLANCE

(₹ in Lacs)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Gross Sales	412909	391678	404353	364114	362129
PBIDT	18365	17566	18662	17867	16877
PBDT	4876	5285	6368	6373	5621
PBT	3255	3829	4840	4316	3705
PAT	2062	2814	3015	3046	2889
Cash Accruals	3901	4107	4246	4750	4594
EPS (₹)	4.04	5.73	6.20	6.27	5.92
Cash EPS (₹)	8.77	9.23	9.54	10.67	10.32
Net Worth*	43848	41622	39015	36434	33750
Total Borrowings	19770	23292	27701	30867	29308
Debt Equity Ratio	0.57	0.71	0.91	1.11	1.17
Book Value per Share (₹)	86.17	81.17	75.31	69.51	63.48
Gross Block**	49207	48233	46919	46217	46596
Net Block	20495	21122	21238	20385	22251

* *including Deferred Tax Liability and Preference Share Capital*

** *including Capital Work in Progress*

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Mr. Santosh Shahra, Executive Chairman
2. Mr. Nagalingam Goli, Managing Director
3. Mr. Navin Khandelwal, Director
4. Mr. Rajesh Nema, Director
5. Ms. Neha Singhania, Director
6. Mr. Munish Mohan, Director (Resigned w.e.f. 27.11.2016)
7. Mr. Shrikant Tirpude, Director (Appointed w.e.f. 13.01.2017)

CHIEF FINANCIAL OFFICER

Mr. Mahesh Jain

COMPANY SECRETARY

Mr. Pankaj Gupta

STATUTORY AUDITORS

Gupta Saharia & Co.
Chartered Accountants, Mumbai

COST AUDITORS

M. Goyal & Co.
Cost Accountants, Jaipur

BANKERS

1. Andhra Bank
2. Bank of India
3. Bank of Maharashtra
4. Central Bank of India
5. IDBI Bank Limited
6. Oriental Bank of Commerce
7. Punjab National Bank
8. State Bank of India
9. State Bank of Patiala
10. State Bank of Travancore
11. United Bank of India

SECRETARIAL AUDITOR

Mr. Ashish Garg
Company Secretary, Indore

STOCK EXCHANGES WHERE THE COMPANY'S EQUITY SHARES ARE LISTED

BSE Limited
National Stock Exchange of India Limited

REGISTRAR & SHARE TRANSFER AGENT

Sarthak Global Limited
170/10, R.N.T. Marg, Film Colony,
Indore - 452 001 (M.P.)
Phone : +91-731-2523545, 2526388
Fax : +91-731-2526388
E-mail : sgl@sarthakglobal.com

ADMINISTRATIVE OFFICE

401, Mahakosh House,
7/5 South Tukoganj,
Nath Mandir Road,
Indore - 452 001 (M.P.)
Phone : +91-731-4017409-10
Fax : +91-731-2516714
E-mail : nsail_indore@nsail.com

REGISTERED OFFICE

621, Tulsiani Chambers
Nariman Point,
Mumbai - 400 021 (MH.)
Phone :+91-22-22025098, 22886267
Fax : +91-22-22025084
E-mail : nsail_mumbai@nsail.com

WORKS

Village - Sejwaya
Tehsil - Dhar
District - Dhar (M.P.)

WEBSITE

www.nsail.com
CIN - L27100MH1985PLC140379

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National Steel & Agro Industries Ltd.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure to present Thirty First Annual Report on the business and operations of the Company along with the Audited Statement of Accounts for the Financial Year ended 31st March, 2017.

FINANCIAL RESULTS

(₹ in Lacs)

PARTICULARS	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from Operations	4,11,403	3,89,353
Earning Before Interest, Tax, Depreciation and Amortisation (EBITDA)	18,365	19,025
Finance Cost	13,489	13,740
Depreciation	1,621	1,456
Profit Before Tax (PBT)	3,255	3,829
Provision for :-		
Income Tax/Adjusted for earlier years (Net)	764	957
Deferred Tax (Assets)/Liabilities	429	58
Profit / (Loss) After Tax (PAT)	2,062	2,814

FINANCIAL PERFORMANCE

During the year under review, your Company's performance is better than previous year. Your Company's Revenue from Operations has been ₹ 4,11,403 Lacs as against ₹ 3,89,353 Lacs for the previous year.

The Profit Before Tax has been ₹ 3,255 Lacs (₹ 3,829 Lacs in the previous year) and Profit After tax is ₹2,062 Lacs (₹2,814 Lacs in the previous year).

Operational Profit (Profit from ordinary activities before exceptional items) for the year under review has increased by approx. 105% to ₹ 3,255 Lacs as compared to ₹ 1,585 Lacs in the previous year.

Your Directors are confident to improve the performance in the current Financial Year.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, forming part of this report as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {hereinafter referred as SEBI (LODR) Regulations, 2015}, is attached separately to this Report.

DIVIDEND

In view of requirement of funds for business activities, the Board has decided not to recommend any dividend on Equity Shares for the year under review.

The Company has made provision of dividend @ 4% p.a. on 55,01,022 Redeemable Cumulative Preference Shares for the Financial Year 2016-17.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the Board has appointed Mr. Shrikant Tirpude as Nominee Director of IDBI Bank Limited w.e.f. 13th January, 2017 in place of Mr. Munish Mohan whose nomination withdrawn by IDBI Bank Limited w.e.f. 27th November, 2016. The Board has extended its deepest gratitude to Mr. Munish Mohan for his association, dedication and commitment towards Company as Nominee Director of the IDBI Bank Limited.

Independent Directors have given declaration that they meet the criteria of independence as provided in the Section 149 of the Companies Act, 2013.

RETIRE BY ROTATION

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nagalingam Goli, Managing Director of the Company, retires by rotation and being eligible, offers himself for reappointment.

BOARD EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, its Committees and the Directors. The manner in which the evaluation has been carried out, explained in the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee comprises three Directors namely, Mr. Navin Khandelwal, Mr. Rajesh Nema and Mr. Nagalingam Goli. Mr. Navin Khandelwal, Independent Director, is Chairman of the Audit Committee.

The composition of the Audit Committee meets the requirements of the provisions of Section 177 of the Companies Act, 2013 and of Regulation 18 of the SEBI (LODR) Regulations, 2015.

There are no recommendations of the Audit Committee which have not been accepted by the Board during the period under review.

Details of terms of reference of Audit Committee and meetings of Audit Committee held during the year under review have been given in Corporate Governance Report.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Director(s), Senior Management Personnel and their remuneration. The Nomination and Remuneration Policy is available at the Company's website.

BOARD MEETINGS

During the year under review, 4 (Four) Board Meetings were held on 27th May 2016, 12th August 2016, 8th November 2016 and 13th January 2017. The details of the Board Meetings are given in the Corporate Governance Report. The gap between two meetings did not exceed one hundred and twenty days as provided under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 of the Companies Act, 2013, your Directors confirm that:

a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b) the accounting policies had been selected and applied 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 financial year ended 31st March, 2017 and of the profit of the Company for that period;

c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts had been prepared on a going concern basis;

e) internal financial controls, to be followed by the Company, had been laid down and these controls are adequate and were operating effectively; and

f) proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

The transactions entered into with all the related parties during the year under review were on arm's length basis and in the ordinary course of business.

All Related Party Transactions were placed before the Audit Committee and the Board of Directors, pursuant to applicable provisions of SEBI (LODR) Regulations, 2015 & Companies Act, 2013. Prior omnibus approval of the Audit Committee has been obtained for the transactions which were repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors. The policy on Related Party Transactions as approved by the Board is available at the Company's website.

Details of Related Party Transactions are given in "Annexure-A."

RISK MANAGEMENT

The Board has constituted a Risk Management Committee to assess risks in the operations of business of the Company, to mitigate and minimise risks assessed, periodic monitoring of risks and other matters to be delegated to the Committee by the Board from time to time.

Following are the members of the Committee :

1. Mr. Santosh Shahra : Chairman
2. Mr. Nagalingam Goli : Member

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under "Corporate Social Responsibility" (CSR), the Company could spend only ₹ 1.60 Lacs for CSR Activities during the year under review.

During the year under review, the executives of the Company had series of meetings and detailed discussions with representatives of number of NGOs (Implementing Agencies) to actively support and channelise the activities / projects / programmes to be undertaken by the Company in line with its CSR Objectives. Your Company is working on the same.

The Report on CSR Activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as "Annexure-B" forming part of this report.

AUDITORS

(a) Statutory Auditors :

The Equity Shareholders of the Company in their Twenty Eighth Annual General Meeting held on 6th September, 2014 had accorded their approval pursuant to the provisions of Sections 139 and other applicable provisions of Companies Act, 2013 and Rules made there under to appoint Gupta Saharia & Co., Chartered Accountants (FRN 103446W), as the Statutory Auditor of the Company for the period of five years commencing from the conclusion of Twenty Eighth Annual General Meeting until the conclusion of Thirty Third Annual General Meeting.

The Board of Directors of the Company has, pursuant to the provisions of Section 139, recommended the ratification of appointment of Gupta Saharia & Co., Chartered Accountants (FRN 103446W), for the approval of the Equity Shareholders from the conclusion of Thirty First Annual General Meeting till the conclusion of Thirty Second Annual General Meeting.

The Auditors' Report to the Members for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

(b) Cost Auditors :

Pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act 2013, the Board of your Company has re-appointed M. Goyal & Co., Cost Accountants (FRN 000051) as the Cost Auditor of the Company for the financial year 2017-18. The said Auditors have confirmed that their appointment, if made, shall be within the limits as prescribed under Section 141(3) of the Companies Act, 2013. The Cost Audit Report with Annexure shall be submitted along with full information and explanation on every reservation or qualification contained therein, if any, to the Central Government within stipulated time period.

The Cost Audit Report for the financial year ended 31st March, 2016 was filed with the Central Government (Ministry of Corporate Affairs) vide SRN G12456125.

(c) Secretarial Auditor :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Ashish Garg, Company Secretary in Practice (FCS 5181/CP 4423) to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as "Annexure-C". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure-D".

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed as "Annexure-E".

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements and are within the limits.

PARTICULARS OF JOINT VENTURE, SUBSIDIARY & ASSOCIATE COMPANY

The Company does not have any joint venture, subsidiary or associate company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of financial disclosures.

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditor. Significant audit observations and corrective action are reported to the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has formulated a mechanism called "Vigil Mechanism/ Whistle Blower Policy" for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and provided a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

The policy permits all the directors and employees to report their concerns to the Competent Authority, Managing Director of the Company and if the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee.

The policy with the name and address of the Competent Authority, Managing Director of the Company and Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company.

DEPOSITS

Your Company did not accept any deposit from the Public during the year under review.

INSURANCE

Your Company's Fixed Assets have been adequately insured.

CORPORATE GOVERNANCE

Your Company has been particular in implementing and complying with the norms of Corporate Governance and complying all the mandatory requirements as specified in Regulations 17 to 27, clause (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the SEBI (LODR) Regulations, 2015. A detailed report on Corporate Governance along with Certificate from Practicing Company Secretary confirming the compliance of the conditions of Corporate Governance is attached separately to this Report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in "Annexure-F," forming part of this report.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Directors state that during the year under review, there was no complaint filed/pending pursuant to the provisions of "Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

MATERIAL CHANGES AND COMMITMENTS

There is no material change and commitment has occurred, affecting the financial position of the Company, between the end of the financial year of the Company i.e. 31st March, 2017 and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS

Following are the significant and material orders during the year under review:

(i) The Securities and Exchange Board of India (SEBI) has issued an ex-parte ad-interim order on 24th May, 2016 against the Company and restrained the Company from buying, selling or dealing in the securities market, either directly or indirectly, in any manner whatsoever, till further directions. Further, SEBI vide its order dated 8th March, 2017 has confirmed the directions issued in the ex-parte ad-interim order dated 24th May, 2016 subject to certain relaxations granted by SEBI to the Company inter alia to trade in commodity derivatives markets for limited purpose of hedging its physical market positions under the supervision of the exchanges. However, the investigation is in process and final order from SEBI is awaited in the matter.

(ii) The Central Government, vide its letter dated 16th May, 2017, has approved remuneration paid / payable to Mr. Santosh Shahra for the financial year 2015-16.

(iii) An application/petition was filed before the National Company Law Tribunal, Mumbai Bench, Mumbai under Insolvency and Bankruptcy Code, 2016 by Operational Creditor against the Company in which vide its order dated 30th January 2017, NCLT dismissed the application/ petition. However, against the said NCLT Order, an appeal was preferred by the said operational creditor before the National Company Law Appellate Tribunal, New Delhi, (NCLAT), the hearing of which is concluded on 1st May, 2017 and vide its order dated 19th May 2017, NCLAT dismissed the appeal.

ACKNOWLEDGEMENT

The Board of Directors take this opportunity to express their deep sense of gratitude to the Central Government, State Government and Local Authorities, Financial Institutions, Banks, Customers, Dealers, Vendors and all the stakeholders for their continued cooperation and support to your Company.

The Board of Directors wishes to express its appreciation to all the employees of the Company for their outstanding contribution to the successful operations of the Company.

The Board specially thank to the shareholders for their continued confidence and faith in the Company.

For and on behalf of the Board of Directors

Place : Indore
Date : 22nd May, 2017

Santosh Shahra
Executive Chairman

Annexure – A to Board's Report

FORM AOC-2

[Pursuant to clause (h) of sub – section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub - section(1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso.

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

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

2. Details of material contracts or arrangements or transactions at arm's length basis:-

Name of Related Party	Nature of Relationship	Nature of Contract	Duration of Contract	Salient Terms	Value of Transactions (Amount in ₹)	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1. Santosh Shahra HUF	Executive Chairman is Karta of HUF	Office's Rent	On-going	On the basis of Rent Agreement	14,84,174	N.A.	N.A.
2. Ushadevi Shahra	Wife of Executive Chairman	Office, Bunglow & Godown Rent	On-going	=Do=	1,03,68,706	N.A.	N.A.
3. Vishesh Shahra	Son of Executive Chairman	Office Rent	On-going	=Do=	56,21,174	N.A.	N.A.
4. Kailash Chandra Shahra HUF	Karta of Kailash Chandra Shahra HUF is Brother of Executive Chairman	Office Rent	On-going	=Do=	2,93,808	N.A.	N.A.
5. Shahra Brothers Private Limited	Executive Chairman is a Director	Office and Lift Rent	On-going	=Do=	2,46,120	N.A.	N.A.
6. Shri Mahadeo Shahra Sukrat Trust	Executive Chairman is one of the Trustee	Sale of Goods	On-going	On the basis of Agreement	4,85,401	N.A.	N.A.
7. Samidha Foods Private Limited	Relatives of Executive Chairman are Directors in the Company	Sale and Purchase of Goods and Godown Rent	On-going	=Do=	15,32,50,850	N.A.	N.A.

For and on behalf of the Board of Directors

Place : Indore
Date : 22nd May, 2017

Santosh Shahra
Executive Chairman

Annexure – B to Board's Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

   The CSR Policy was approved by the Board of Directors at its meeting held on 28th June, 2014 and modified time to time and has been uploaded on the Company's website www.nsail.com

   The Company has proposed, during the year under review, to undertake activities relating to health of the people, education and welfare of the society.

   Weblink : http://www.nsail.com/Investor Zone/Policies/CSR Policy

2. Composition of CSR Committee:

   (i) Mr. Santosh Shahra : Chairman; (Executive Chairman)

   (ii) Mr. Nagalingam Goli : Member; (Managing Director)

   (iii) Mr. Rajesh Nema : Member; (Independent Director)

3. Average Net Profit of the Company for last three financial years :

   Average Net Profit : ₹ 3,766.90 Lacs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :

   The Company was required to spend ₹ 75.34 Lacs towards CSR, during the year under review.

5. Details of CSR spent for the financial year :

   (a) Total amount spent for the financial year: ₹ 1.60 Lacs

   (b) Amount unspent, if any: ₹ 73.74 Lacs

   (c) Manner in which the amount spent during the financial year is detailed below:

S. No.	CSR Project or Activity Identified	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specify the State and District where projects or program was undertaken	Amount Outlay (Budget) Project or programs wise	Amount spent on the projects or programs Sub heads : 1. Direct expenditure on projects or program. 2. Overheads	Cumulative expenditure upto the reporting period.	Amount spent : Direct or through Implementing Agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Medical Facilities for Kawar Yatries	Healthcare	Ujjain and nearby areas, Madhya Pradesh	₹ 1,50,000/-	₹ 1,50,169/- Direct expenditure	₹ 1,50,169/-	Direct
2.	Scientech Eco Foundation	Environmental sustainability (Plantation)	Indore Madhya Pradesh	₹ 10,000/-	₹ 10,000/- Direct expenditure	₹ 1,60,169/-	Through Implementing Agency

- Implementing Agency : Scientech Eco Foundation, Indore, Madhya Pradesh.
- During the year under review, the executives of the Company had series of meetings and detailed discussions with representatives of number of NGOs (Implementing Agencies) to actively support and channelise the activities / projects / programmes to be undertaken by the Company in line with its CSR Objectives. Your Company is working on the same.
- Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Santosh Shahra
Chairman of the CSR Committee

Nagalingam Goli
Managing Director

Annexure – C to Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies *(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
National Steel and Agro Industries Limited
(L27100MH1985PLC140379)
621, Tulsiani Chambers,
Nariman Point, Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by National Steel and Agro Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me 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 authorised 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, 2017 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 the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(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; *which is not applicable to the Company during the Audit Period*;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *which is not applicable to the Company during the Audit Period*;

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *which is not applicable to the Company 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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *which is not applicable to the Company during the Audit Period* ;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *which is not applicable to the Company during the Audit Period*; and

i) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by "The Institute of Company Secretaries of India".

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

"The Company has not spent the prescribed CSR expenditure during the year, however the Board has specified the reasons for not spending the amount."

I further report that :-

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

Adequate notice is given to all the Directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and 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(s) Meetings are carried through unanimously as recorded in the minutes of meetings of the Board and Committee(s) 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:-

1. During the previous year audit report period, I have reported about an ex-parte ad-interim securities market prohibiting order against the Company passed by SEBI Whole Time Member on 24th May, 2016, which was duly objected and represented by the Company, thereafter the SEBI vide its order dated 8th March, 2017 confirmed the said ex-parte ad-interim order subject to certain relaxations.
2. The Central Government, vide its letter dated 16th May, 2017, has approved remuneration paid/ payable to Mr. Santosh Shahra for the financial year 2015-16.
3. During the current year audit period, an Application/Petition was filed before the National Company Law Tribunal, Mumbai Bench, Mumbai under Insolvency and Bankruptcy Code, 2016 by Operational Creditor against the Company in which vide its order dated 30th January 2017, NCLT dismissed the application/ petition. However, against the said NCLT Order, an appeal was preferred by the said operational creditor before the National Company Law Appellate Tribunal, New Delhi, (NCLAT) the hearing of which is concluded on 1st May 2017 and vide its order dated 19th May 2017, NCLAT dismissed the appeal.

Place : Indore

Date : 22nd May, 2017

Ashish Garg

FCS No. : 5181

CP No. : 4423

Annexure – D to Board's Report

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

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

The steps taken or impact on conservation of energy:

The Company has an Energy Conservation Cell which constantly monitors all the energy conservation efforts and ensures implementation of its Energy Management Policy. Efforts are put in continuously to conserve energy.

The Company has taken below mentioned steps at its plant for conservation of energy during the year under review:

- Efforts were made to reduce Electrical Energy in our different lines by:
  - (i) Software modification.
  - (ii) Converting of conventional street light into LED Energy efficient light.
- Efforts were also made to reduce the consumption of Re-liquefied Natural Gas (RLNG) gas in our different process lines by multiple actions.

There was reduction in energy consumption on account of aforesaid steps taken by the Company.

During the year under review, the Company saved:

- ₹ 149.03 Lacs by use of HRU system in GGPP against hot water generator.
- ₹ 43.57 Lacs by use of VAM system in GGPP against Air Conditioners; and
- ₹ 28.24 Lacs by reducing Mill-2 power consumption through running at 100% speed, reduction of break down through TBM & CBM and utilizing Idle time.
- ₹ 14.98 Lacs by modification of CC1 chemical hot air drier & heat recovery from chimney fume exhaust gases.
- ₹ 17.55 Lacs by replacing of Cold well old pump with new Energy efficient pump.
- ₹ 5.25 Lacs by reducing (RLNG) Consumption at CGL-2 in chromating dryer.
- Around ₹ 6.00 Lacs by various other steps taken by the Company.

The steps taken by the Company for utilising alternate sources of energy :

During the year under review, the Company has not taken any step for utilising alternate sources of energy.

Capital Investment on energy conservation equipments

During the year under review, the Company has not made any major capital investment on energy conservation equipments.

B) TECHNOLOGY ABSORPTION

The efforts made towards technology absorption

The Company takes time to time steps towards technology absorption. During the year under review, the Company has taken *inter alia* following steps:

- Technology upgradation and new product addition in CGL1 by replacing old MS pot with new ceramic pot and converting line for Aluminum-Zinc alloy products.
- Addition of new indigenous colour coating profile lines.
- Developed vendors to get applicator roll rubberising indigenously.

The benefits derived like product improvement, cost reduction, product development or import substitution

The quality of the Company's products improved and also there was reduction in the cost of the Company's products, whenever the Company took steps towards technology absorption. There is a perennial effect of technology absorption in the quality of and on the cost of the Company's products.

Imported Technology

The Company has not imported any technology during the last three years.

The expenditure incurred on Research and Development

Your Company has separate "Research and Development Department" working on some projects. During the year under review, infrastructure created to develop and practically check the cool roof products, and Lab/Rooms was/were made to check actual temperature difference in conventional and cool roof products. However, during the year under review, the Company has not incurred any major expenditure on Research and Development.

C) FOREIGN CURRENCY EARNINGS AND OUTGO

During the year under review, your Company's export turnover has been ₹ 37,048 Lacs as compared to 56,832 Lacs for the previous year.

The Company has imported certain Components, Spare Parts and Raw Materials. The details of these expenses are as below:

(₹ in Lacs)

S. No.	Particulars	31.03.2017	31.03.2016
1.	Raw Materials (CIF Value)	35,048.34	49,807.20
2.	Capital Goods and Consumables	174.28	2,075.18
3.	Traded Goods	46,773.37	63,893.84
4.	Expenses towards Travelling, Commission and Others	281.15	272.77
5.	Remittance towards Dividend	220.04	220.04

Annexure – E to Board's Report

EXTRACT OF ANNUAL RETURN

As on financial year ended 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT- 9

I. REGISTRATION AND OTHER DETAILS

i) CIN : L27100MH1985PLC140379

ii) Registration Date : 9th January, 1985

iii) Name of the Company : National Steel and Agro Industries Limited

iv) Category / Sub-Category of the Company :

Company limited by shares/ Indian Non-Government Company

v) Address of the Registered office and contact details :

621, Tulsiani Chambers, Nariman Point

Mumbai - 400021 (Maharashtra)

Telephone No: +91-22-22025098

vi) Whether listed company : Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :

Sarthak Global Limited,

170/10, R.N.T. Marg, Film Colony, Indore - 452001 (M.P.),

Telephone: +91-731-2523545, 2526388.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products	NIC Code of the Product	% to Total Turnover of the Company
1	Galvanised/ Coated Steel Coil/ Sheet & Other	27171	18.40%
2	Color Coated Coil/ Sheet	27171	19.57%
3	Agro Commodities	51211	57.47%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Not applicable

IV. SHAREHOLDING PATTERN (Equity Shares Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. on 1st April, 2016				No. of Shares held at the end of the year i.e. on 31st March, 2017				% Change during the year
		Demat Form	Physical Form	Total	% of Total Shares	Demat Form	Physical Form	Total	% of Total Shares	
(A)	Promoter and Promoter Group									
(1)	Indian									
(a)	Individuals/ HUF	6079167	37850	6117017	13.75	6661917	-	6661917	14.97	1.22
(b)	Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-
(i)	Bodies Corporate	6409616	5212800	11622416	26.12	11348216	272800	11621016	26.11	0.00
(ii)	Trust	-	123650	123650	0.28	3750	-	3750	0.01	-0.27
	Sub - Total (A)(1)	12488783	5374300	17863083	40.14	18013883	272800	18286683	41.09	0.95
(2)	Foreign									
(a)	NRI - Individuals/ Other - Individuals	1905000 -	650000 -	2555000 -	5.74 -	3257000 -	650000 -	3907000 -	8.78 -	3.04 -
(b)	Government	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
(i)	Bodies Corporate	-	1352000	1352000	3.04	-	-	-	-	-3.04
	Sub - Total (A)(2)	1905000	2002000	3907000	8.78	3257000	650000	3907000	8.78	-
	Total shareholding of Promoter & Promoters Group (A) =(A)(1)+(A)(2)	14393783	7376300	21770083	48.92	21270883	922800	22193683	49.87	0.95
(B)	Statement showing shareholding pattern of Public Shareholder									
(1)	Institutions									
(a)	Mutual Funds	100	61200	61300	0.14	100	61200	61300	0.14	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	- -	- -	- -	- -	- -	- -	- -	- -	- -
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutions/ Banks	135100	400	135500	0.30	-	400	400	0.00	-0.30
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub - Total (B)(1)	135200	61600	196800	0.44	100	61600	61700	0.14	-0.30
(2)	Central Govt./State Govt./President of India	-	-	-	-	-	-	-	-	-
	Sub - Total (B)(2)	-	-	-	-	-	-	-	-	-
(3)	Non -Institutions									
(a(i)	Individuals - i) Individual share-holders holding nominal share capital upto Rs. 2 Lac	7122623	2596084	9718707	21.84	7137427	2556974	9694401	21.79	-0.05
(a(ii)	Individuals - ii) Individual share-holders holding nominal share capital in excess of Rs. 2 Lac	4339850	-	4339850	9.75	4786646	-	4786646	10.76	1.01
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. on 1st April, 2016				No. of Shares held at the end of the year on 31st March, 2017				% Change during the year
		Demat Form	Physical Form	Total	% of Total Shares	Demat Form	Physical Form	Total	% of Total Shares	
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-
(i)	Non Resident Indians	456404	101174	557578	1.25	304979	100674	405653	0.91	-0.34
(ii)	Clearing Members	39477	-	39477	0.09	150711	-	150711	0.34	0.25
(iii)	H.U.F.	517836	-	517836	1.16	444513	-	444513	1.00	-0.16
(iv)	Bodies Corporate	4201711	3157958	7359669	16.54	5736993	1025700	6762693	15.20	-1.34
	Sub - Total (B)(3)	16677901	5855216	22533117	50.64	18561269	3683348	22244617	49.99	-0.65
	Total Public Shareholding(B) = (B)(1)+(B)(2) +(B)(3)	16813101	5916816	22729917	51.08	18561369	3744948	22306317	50.13	-0.95
(C)	Statement showing Shareholding Pattern of the Non Promoter-Non Public Shareholder									
(1)	Custodian/ DR Holder-Name of DR Holders (If Available)	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
	TOTAL Non Promoter - Non Public Shareholding C = (C1+C2)	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	31206884	13293116	44500000	100.00	39832252	4667748	44500000	100.00	-

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to Total Shares	
1	Abhadevi Shahra	153039	0.34	-	153039	0.34	-	-
2	Aditi Shahra	302744	0.68	-	302744	0.68	-	-
3	Dinesh Shahra	104000	0.23	-	104000	0.23	-	-
4	Manish Shahra	8000	0.02	-	8000	0.02	-	-
5	Mraduladevi Shahra	25750	0.06	-	25750	0.06	-	-
6	Nitesh Shahra	8000	0.02	-	8000	0.02	-	-
7	Neetadevi Shahra	12000	0.03	-	12000	0.03	-	-
8	Navneet Zalani	200	0.00	-	200	0.00	-	-
9	Navneet D. Zalani (HUF)	300	0.00	-	300	0.00	-	-
10	Ruchi Mohan	133036	0.30	-	133036	0.30	-	-
11	Santosh Kumar Shahra	218400	0.49	-	-	-	-	-0.49
12	Santosh Kumar Shahra (HUF)	1517387	3.41	-	1512387	3.40	-	-0.01
13	Bhavna Goel	4004568	9.00	-	5786568	13.00	-	4.00
14	Ushadevi Shahra	542550	1.22	-	760950	1.71	-	0.49
15	Savitridevi Shahra	32750	0.07	-	32750	0.07	-	-
16	Sandhya Khandelwal	12600	0.03	-	12600	0.03	-	-
17	Suresh Shahra (HUF)	10000	0.02	-	10000	0.02	-	-
18	Suresh Shahra	10000	0.02	-	10000	0.02	-	-
19	Umesh Shahra	17000	0.04	-	17000	0.04	-	-
20	Vishesh Shahra	909693	2.04	-	909693	2.04	-	-
21	Mahakosh Family Trust	3750	0.01	-	3750	0.01	-	-
22	Ankesh Trust	59900	0.13	-	-	-	-	-0.13
23	Nimesh Trust	60000	0.13	-	-	-	-	-0.13
24	Ankesh Shahra	-	-	-	59900	0.13	-	0.13
25	Sarvesh Shahra	-	-	-	60000	0.13	-	0.13
26	APL International Private Limited	2957700	6.65	-	2957500	6.65	-	0.00
27	Mahakosh Holdings Private Limited	150000	0.34	-	150000	0.34	-	-
28	Anik Industries Limited	30000	0.07	-	30000	0.07	-	-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change 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	
29	NSIL Infotech Limited	1035900	2.33	-	1035900	2.33	-	-
30	Ruchi Acroni Industries Limited	30600	0.07	-	30600	0.07	-	-
31	Nutrela Marketing Private Limited	1220000	2.74	-	1220000	2.74	-	-
32	Ruchi Infrastructure Limited	1371800	3.08	-	1371800	3.08	-	-
33	Ruchi Soya Industries Limited	883500	1.99	-	883500	1.99	-	-
34	Ruchi Power Corporation Limited	600000	1.35	-	600000	1.35	-	-
35	Shahra Brothers Private Limited	201667	0.45	-	201667	0.45	-	-
36	Sarthak Industries Limited	1200	0.00	-	-	-	-	0.00
37	Sarthak Global Limited	167150	0.38	-	167150	0.38	-	-
38	Vishal Soyamool Private Limited	472800	1.06	-	472800	1.06	-	-
39	Ruchi Integrated Steels (India) Limited	500000	1.12	-	500000	1.12	-	-
40	NSIL Finance Limited	500000	1.12	-	500000	1.12	-	-
41	NSIL Power Limited	1000000	2.25	-	1000000	2.25	-	-
42	Divine Infracreation & Trading Private Limited	99	0.00	-	99	0.00	-	-
43	Morya Erectors Private Limited	500000	1.12	-	500000	1.12	-	-
44	Mathew Kurian	325000	0.73	-	325000	0.73	-	-
45	Sharon Marie Mathew	325000	0.73	-	325000	0.73	-	-
46	Merdale Investment Company Limited	474160	1.07	-	-	-	-	-1.07
47	Millstone Investment Inc	877840	1.97	-	-	-	-	-1.97
	Total	21770083	48.92	-	22193683	49.87	-	0.95

(iii) Changes in Promoters' Shareholding

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Santosh Kumar Shahra				
	Opening Balance	218400	0.49	218400	0.49
	2,18,400 shares transferred on 13th May, 2016	-	-	-	-
	Closing Balance			-	-
2	Ushadevi Shahra				
	Opening Balance	542550	1.22	542550	1.22
	2,18,400 shares acquired on 13th May, 2016	-	-	760950	1.71
	Closing Balance			760950	1.71
3	Bhavna Goel				
	Opening Balance	4004568	9.00	4004568	9.00
	4,30,000 shares acquired on 28th October, 2016	-	-	4434568	9.97
	13,52,000 shares acquired on 17th February, 2017	-	-	5786568	13.00
	Closing Balance			5786568	13.00
4	Santosh Kumar Shahra (HUF)				
	Opening Balance	1517387	3.41	1517387	3.41
	5,000 shares transferred on 13th May, 2016	-	-	1512387	3.40
	Closing Balance			1512387	3.40
5	Ankesh Trust				
	Opening Balance	59900	0.13	59900	0.13
	59,900 shares transferred on 17th Janurary, 2017 to the sole beneficiary of the Trust Mr. Ankesh Shahra	-	-	-	-
	Closing Balance			-	-

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
6	Nimesh Trust				
	Opening Balance	60000	0.13	60000	0.13
	60,000 shares transferred on 17th Janurary, 2017 to the sole beneficiary of the Trust Mr. Sarvesh Shahra	-	-	-	-
	Closing Balance			-	-
7	Ankesh Shahra				
	Opening Balance	-	-	-	-
	59,900 shares acquired on 17th Janurary, 2017 from Ankesh Trust, in which he was sole beneficiary	-	-	59900	0.13
	Closing Balance			59900	0.13
8	Sarvesh Shahra				
	Opening Balance	-	-	-	-
	60,000 shares acquired on 17th Janurary, 2017 from Nimesh Trust, in which he was sole beneficiary	-	-	60000	0.13
	Closing Balance			60000	0.13
9	Sarthak Industries Limited				
	Opening Balance	1200	0.00	1200	0.00
	1,200 shares transferred on 3rd March, 2017	-	-	-	-
	Closing Balance			-	-
10	Merdale Investment Company Limited				
	Opening Balance	474160	1.07	474160	1.07
	4,74,160 shares transferred on 17th February, 2017	-	-	-	-
	Closing Balance			-	-

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
11	Millstone Investment Inc				
	Opening Balance	877840	1.97	877840	1.97
	8,77,840 shares transferred on 17th February, 2017	-	-	-	-
	Closing Balance			-	-
12	NSIL Finance Limited				
	Opening Balance	500000	1.12	500000	1.12
	212 shares transferred on 29th April, 2016	-	-	499788	1.12
	212 shares acquired on 3rd June, 2016	-	-	500000	1.12
	Closing Balance			500000	1.12
13	NSIL Power Limited				
	Opening Balance	1000000	2.25 -	1000000	2.25
	219 shares transferred on 29th April, 2016	-	-	999781	2.25
	219 shares acquired on 3rd June, 2016	-	-	1000000	2.25
	Closing Balance			1000000	2.25
14	Morya Erectors Private Limited				
	Opening Balance	500000	1.12	500000	1.12
	219 shares transferred on 29th April, 2016	-	-	499781	1.12
	219 shares acquired on 3rd June, 2016	-	-	500000	1.12
	Closing Balance			500000	1.12
15	APL International Private Limited				
	Opening Balance	2957700	6.65	2957700	6.65
	200 shares transferred on 31st March, 2017	-	-	2957500	6.65
	Closing Balance			2957500	6.65

There is no change in the shareholding of other Promoters mentioned in IV. (ii) above during the year.

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

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Shubhamangal Traders Private Limited				
	Opening Balance	1547659	3.48	1547659	3.48
	Closing Balance			1547659	3.48
2	Subramanian P				
	Opening Balance	-	-	-	-
	14,79,270 shares acquired during the year	-	-	1479270	3.32
	Closing Balance			1479270	3.32
3	Yaksha Infrastructure Company Private Limited				
	Opening Balance	1066058	2.40	1066058	2.40
	Closing Balance			1066058	2.40
4	Bhagyashree Infrastructure Private Limited				
	Opening Balance	1000000	2.25	1000000	2.25
	Closing Balance			1000000	2.25
5	Ruchi Agrotech Private Limited				
	Opening Balance	568146	1.28	568146	1.28
	98,926 Shares acquired during the year	-	-	667072	1.50
	Closing Balance			667072	1.50
6	Abhikaran Trading Private Limited				
	Opening Balance	1066200	2.40	1066200	2.40
	4,30,000 shares sold during the year	-	-	636200	1.43
	Closing Balance			636200	1.43
7	Harsha Hitesh Javeri				
	Opening Balance	560000	1.26	560000	1.26
	Closing Balance			560000	1.26
8	Udesh Singh				
	Opening Balance	205000	0.46	205000	0.46
	2,36,736 Shares acquired during the year	-	-	441736	0.99
	10,000 Shares sold during the year	-	-	431736	0.97
	Closing Balance			431736	0.97

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
9	Reena Deepak Partani				
	Opening Balance	-	-	-	-
	4,43,000 shares acquired during the year	-	-	443000	1.00
	53,000 shares sold during the year	-	-	390000	0.88
	Closing Balance			390000	0.88
10	Hitesh Ramji Jhaveri				
	Opening Balance	359878	0.81	359878	0.81
	Closing Balance			359878	0.81
11	Sangeetha S				
	Opening Balance	938420	2.11	938420	2.11
	1,970 Shares acquired during the year	-	-	940390	2.11
	9,40,390 shares sold during the year	-	-	-	-
	Closing Balance			-	-
12	Viksit Engineering Limited				
	Opening Balance	275500	0.62	275500	0.62
	6,774 Shares acquired during the year	-	-	282274	0.63
	Closing Balance			282274	0.63
13	Savitha S				
	Opening Balance	279154	0.62	279154	0.62
	1,536 Shares acquired during the year	-	-	280690	0.63
	2,80,690 Shares sold during the year	-	-	-	-
	Closing Balance			-	-

The Company is listed and 89.51% shareholding is in dematerialised form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations. Further, the Company has not issued/ allotted any bonus or sweat equity shares during the year under review.

(v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr. Santosh Shahra				
	Opening Balance	218400	0.49	218400	0.49
	2,18,400 shares transferred on 13th May, 2016	-	-	-	-
	Closing Balance	-	-	-	-
2	Mr. Nagalingam Goli				
	Opening Balance	1601	0.00	1601	0.00
	5,000 Shares acquired on 13th May, 2016	-	-	6601	0.01
	800 Shares sold on 19th August, 2016	-	-	5801	0.01
	800 Shares sold on 26th August, 2016	-	-	5001	0.01
	Closing Balance	-	-	5001	0.01
3	Mr. Navin Khandelwal				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
4	Mr. Rajesh Nema				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
5	Ms. Neha Singhania				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
6	Mr. Munish Mohan (Ceased w.e.f. 27th November, 2016)				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
7	Mr. Shrikant Tirpude (Appointed w.e.f. 13th January, 2017)				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
8	Mr. Mahesh Jain (Chief Financial Officer)				
	Opening Balance	-	-	-	-
	Closing Balance			-	-
9	Mr. Pankaj Gupta (Company Secretary)				
	Opening Balance	10	0.00	10	0.00
	Closing Balance			10	0.00

V INDEBTEDNESS

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

(₹ in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	21,042.27	2,250.00	-	23,292.27
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	21,042.27	2,250.00	-	23,292.27
Changes in Indebtedness during the Financial Year				
Addition	-	-	-	-
Reduction	1,272.37	2,250.00	-	3,522.37
Net Change	(1,272.37)	(2,250.00)	-	(3,522.37)
Indebtedness at the end of the Financial Year				
i) Principal Amount	19,769.90	-	-	19,769.90
ii) Interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i+ii+iii)	19,769.90	-	-	19,769.90

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lacs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Santosh Shahra	Mr. Nagalingam Goli	
1	Gross Salary (a) Salary u/s 17(1) of Income Tax Act,1961	176.00	97.73	273.73
	(b) Value of perquisites u/s 17(2) of the Income Tax Act,1961	28.92	0.32	29.24
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act,1961	14.66	0.87	15.53
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	219.58	98.92	318.50
	Ceiling as per the Act			363.62

B. Remuneration to other Directors :

(₹ in Lacs)

S.No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Navin Khandelwal	Mr. Rajesh Nema	Ms. Neha Singhania	Mr. Munish Mohan (ceased w.e.f. 27.11.2016)*	Mr. Shrikant Tirpude (appointed w.e.f. 13.01.2017)*	
1	Independent Directors						
	- Fee for attending board /committee meetings	0.84	0.93	0.44	-	-	2.21
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total (1)	0.84	0.93	0.44	-	-	2.21
2	Other Non-Executive Directors						
	- Fee for attending board/ /committee meetings	-	-	-	0.20	-	0.20
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total(2)	-	-	-	0.20	-	0.20
	Total(B)=(1+2)	0.84	0.93	0.44	0.20	-	2.41

* Sitting Fee Cheque had been issued in favour of IDBI Bank Limited.

The Company pays only sitting fee to Independent Directors and Nominee Director for attending Board and Committee Meetings. Therefore, overall ceiling as per the Act does not applicable.

C. Remuneration to Key Managerial Personnel other than MD / MANAGER / WTD :

(₹ in Lacs)

S.No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total Amount
1	Gross Salary (a) Salary u/s 17(1) of the Income Tax Act, 1961	18.10	15.21	33.31
	(b) Value of perquisites u/s 17(2) of the Income Tax Act,1961	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act,1961	16.55	16.73	33.28
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	34.65	31.94	66.59

(vii) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalties/ punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made if any (gives details)
A. Company					
- Penalty					
- Punishment					
- Compounding					
B. Directors					
- Penalty					
- Punishment					
- Compounding					
C. Other Officers in default					
- Penalty					
- Punishment					
- Compounding					

N A

Annexure – F to Board's Report

PARTICULARS OF EMPLOYEES

(A) Particulars of Employees as per [Rule-5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(i) The ratio of the remuneration of Director to the median remuneration of the employees of the Company for the financial year.

S. No.	Name of Director	Ratio of remuneration of each Director / to median remuneration of employees
1	Mr. Santosh Shahra	66.32:1
2	Mr. Nagalingam Goli	29.87:1
3	Mr. Navin Khandelwal	0.25:1
4	Mr. Rajesh Nema	0.28:1
5	Ms. Neha Singhania	0.13:1

(ii) The percentage increase in remuneration of Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

(₹ in Lacs)

S. No.	Name of Director	2016-17	2015-16	% increase in remuneration
1	Mr. Santosh Shahra, Executive Chairman	219.58	203.82	8
2	Mr. Nagalingam Goli, Managing Director*	98.92	-	Not Applicable
3	Mr. Navin Khandelwal, Independent Director	0.84	0.86	-
4	Mr. Rajesh Nema, Independent Director	0.93	0.86	8
5	Ms. Neha Singhania, Independent Director	0.44	0.30	47#
6	Mr. Mahesh Jain, CFO**	34.65	5.47	-
7	Mr. Pankaj Gupta, Company Secretary***	31.94	23.57	14

* Mr. Nagalingam Goli has been appointed as Managing Director of the Company w.e.f. 1st April, 2016.

** Mr. Mahesh Jain was appointed w.e.f. 12th February, 2016.

*** Mr. Pankaj Gupta was appointed w.e.f. 28th May, 2015.

\# The Company pays only sitting fees to independent directors for attending Board and Committee meetings. During the year under review, Ms. Neha Singhania attended 8 (eight) Board and Committee meetings whereas in the previous year, She had attended 6 (six) Board and Committee meetings.

(iii) The percentage increase in the median remuneration of employees in the financial year:

Median Remuneration (2016-2017) (Amount in ₹)	Median Remuneration (2015-2016) (Amount in ₹)	Increase in the Median Remuneration (in %)
3,31,119	2,87,604	15*

* Please read this in conjunction with (A) (v). Also, the total number of permanent employees on the rolls of the Company as on 31st March, 2017 were 594 whereas as on 31st March, 2016 were 661.

(iv) The number of permanent employees on the rolls of the Company : 594 Employees.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

% increase in Average salary of employees other than KMPs for Financial Year 2016-17 is 8.76%.

The increase in the salary of KMPs for Financial Year 2016-17 has given in point no. (A) (ii) above.

The increment, in the salary of employees other than KMPs, was on the basis of the performance of the Company as well as employees' individual performance.

(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

(B) STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S. No.	Name of the Employee	Designation	Remuneration Received (₹ in Lacs)	Nature of employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment held before joining the Company	% of Equity Shares held by the employee of the Company within meaning of Clause (iii) of sub rule (2) of Rule 5 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014	whether such employee is a relative of any Director or manager of Company
1	Mr. Santosh Shahra	Executive Chairman	219.58	Contractual	Mechanical Engineer, MS (USA) and rich and vast hands-on experience of around five decades.	03-03-1986	70 Years	Director, Ruchi Private Limited	-	-
2	Mr. Nagalingam Goli	Managing Director	98.92	Contractual	B. Tech in Mechanical Engineering with Post Graduate Diploma in Management and Post Graduate Diploma in Financial Management, having more than 2 decades of rich experience	31-08-2015	47 Years	CEO-South Asian Operations EIRICH India Pvt. Limited	-	-

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 (2) (e) of the SEBI (LODR) Regulations, 2015, your Board report as follows:

a) Steel Industry Structure and Developments

India retained 3rd rank of steel producer in 2016 in the world. India's crude steel production grew by 7.4% year-on-year to 95.6 Million Tonnes in 2016, whereas the World's crude steel production grew by 0.8% during 2016.

During financial year 2016-17, India's steel exports grew 102.10 per cent at 8.24 Million Tonnes as compared to 4.07 Million Tonnes in the previous financial year 2015-16, while steel imports stood at 7.42 Million Tonnes declined by 36.60% from 11.71 Million Tonnes of imports in previous year. India has become a net exporter of Steel in 2016-17 as imports fell gradually. Total consumption of finished steel grew by approx. 3 per cent year-on-year to 83.93 Million Tonnes during financial year 2016-17 as against 81.52 Million Tonnes during financial year 2015-16.

Opportunities and Threats

There is good opportunity for Indian Steel Industries in future considering the following:

(i) In the financial year 2016-17, in India, consumption of total finished steel was 83.93 Million Tonnes, an increase of approx. 3 per cent in comparison to financial year 2015-16. This is further expected to improve by growth in the domestic market.

(ii) Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile & railways sectors.

(iii) Domestic players' investments in expanding and upgrading manufacturing facilities are expected to reduce reliance on imports. In addition, the entry of international players would provide benefits in terms of capital resources, technical know how and more competitive industry dynamics.

(iv) Steel production in India is forecast more than double by 2030, with growth rate expected to go above 10 per cent in near future.

(v) Easy availability of low-cost manpower & presence of abundant iron ore reserves make India competitive in the global set up.

(vi) National Steel Policy (NSP) implemented to encourage the industry to reach global benchmarks.

(vii) GDP growth rate for the financial year 2016-17 has been 7.1% and expected growth rate for the financial year 2017-18 is around 7.4%, with a minimum and maximum level of 7% and 7.6% respectively.

Though there is good opportunity for Indian Steel Industries in future there are following threats also:

(i) Imports of Steel from countries like China, Brazil etc. having excess capacities;

(ii) Global as well as Domestic Competition;

(iii) Global Market Trends;

(iv) Aluminium and plastics are being used in few cases in automotive and other consumer durable sectors;

(v) Foreign exchange rate volatility; etc.

Outlook of Steel Industry

Huge scope of growth is offered to Steel Industry by New Steel Policy, 2017 announced by Government of India.

Highlights of the New Steel Policy, 2017 are as under:

- It aspires to achieve 300 Million Tonnes of Steel making capacity by 2030. This would translate into additional investment of ₹10 Lac Crore by 2030-31.
- It seeks to increase consumption of steel and major segments are infrastructure, automobiles and housing.
- It seeks to increase per capita steel consumption to the level of 160 Kgs by 2030 from existing level of around 68 Kg.

Risks and Concerns

India's role as a major producer is important and it can be sustainable only when if we keep track of the global market trends and our quality standards while ensuring consumer protection.

R&D should be a vital component of business strategy for sustained cost competitiveness and there is a need to explore alternatives and replace existing steel making technologies that increase operating costs.

In-line with this your Company developed new value-added products namely "Nationalume", "Rangoli" and "Kawach".

b) Agro Trading Business

The Company is also engaged in the Agri business mainly in trading of beans and pulses. On account of growing population of India, the demand for Proteins has increased considerably over the last two decades. As on today, the demand for Pulses is calculated around 24 Million Tonnes, whereas the average production of Pulses in India is around 20 to 22 Million Tonnes. Hence, there is a need to import pulses.

Your Company imports Pulses & beans from international production centers to India. We import from Countries like Burma, Canada, USA, Australia, France, Russia etc. These imports are being sold from our Sales offices situated at different ports viz; Kolkata, Mumbai, Vizag, Tuticorin (Thoothukudi), Mundra and Hazira.

On the domestic front, your Company is active in Trading of soybean, wheat and other pulses. Your Company works at the foundation level and act as a foremost party in the overall supply chain of Agri Commodities which is from Farm to Fork. Your Company procures from Farmers and supply to the millers which is then milled & sold to the Wholesalers & Departmental stores in processed form.

Outlook of Agro Trading Business

Given the monsoon which fared very well last year & with the support of the Government, the country produced 22 Million Tonnes of pulses last year. Also, in the forthcoming monsoon season, the forecast of good monsoon is made which again is a positive sign for Pulses.

Your Company feels that, as the production prospers, the demand for pulses will rise by 10 to 15% this year as price of pulses have come down to a very reasonable level which will help in demand generation for low cost Protein.

Your Company will take every opportunity on the Production boom and demand by actively participating in the Supply chain process. Your Company aims to increase its business of Import pulses and domestic trade this year.

Risk & Concerns of Agro Trading Business

Agri commodities trading is a cyclical business with every commodity having its own cyclical patterns. Weather during the growing cycle, price of the commodity before sowing, cost of production and price of the other peer crops are the major deciding factors for this cyclical movement. Your Company does its best to analyse the market during the season in terms of Demand, Production of the commodity, Stock Reports, Logistics operations, weather of both the growing and buying countries, etc and thereafter come out with a strategy, with its vast experience.

As a trader, your Company faces the fluctuation risk of Price and Currency(ies). Currency fluctuations also results in high variation of the prices of imported commodities. Your Company continuously keeping a watch on prices, commodities as well as Currency(ies). To avert the currency risk, hedging policy is in place in your Company.

Government Policies also play an important role depending on the monsoon. As far as Government Policies are concerned, your Company is proactive in analyzing the news flow from the Government, thus taking corrective steps as and when necessary.

c) Segment-wise Performance

The Segments identified by the Company are as under :

1) Manufacturing Segment

2) Trading Segment

The Segment wise performance in detail is given in Note 31 to the audited accounts of the Company.

d) Internal control systems and their adequacy

The Company has a proper and adequate system of internal control commensurate with the size and nature of its business. The internal control systems and procedures are designed to assist in the identification and management of risks, compliance as well as an enhanced control consciousness.

Internal Audit is conducted on an ongoing basis during the year by Internal Auditors. The Company has internal audit team reporting to Audit Committee comprising of Independent Directors. The Internal Audit Report and the progress on the implementation of the recommendations by the Internal Auditors are also discussed in the Audit Committee Meetings.

e) Material developments in Human Resources / Industrial Relations front

The Company endeavors to hire good talent and strives hard to nurture them and develop through continuous training programs to improve domain specific skills, managerial capabilities, personality developments, cost competitiveness, customer focus and enhance NATIONAL Brand Value. The Company offers good work environment which genuinely supports creativity, flow and exchange of original ideas, free and fearless communications across all levels of organisation.

The Company takes responsibility for effective management of careers of each individual to fulfill their personal aspirations and organisations' objectives. The team is strongly motivated to continually innovate, improve and deliver results.

With strong sense of belonging to the organisation, the Company takes pride in retaining talent and providing them ample opportunities to realise their own potential and ambitions. The communication with employees is frequent and on constant basis. There is a healthy participation in target setting and preparation of business plan, which ensures commitment to the Company's goals/plans/objectives.

The total number of permanent employees on the roll of your Company as on 31st March, 2017 were 594.

f) Discussion on financial performance with respect to operational performance

During the year under review, your Company's performance is better than previous year. Your Company's Revenue from Operations has been ₹ 4,11,403 Lacs as against ₹ 3,89,353 Lacs for the previous year.

The Profit Before Tax has been ₹ 3,255 Lacs (₹3,829 Lacs in the previous year) and Profit After tax is ₹ 2,062 Lacs (₹ 2,814 Lacs in the previous year).

Operational Profit (Profit from ordinary activities before exceptional items) for the year under review has increased by approx. 105% to ₹ 3,255 Lacs as compared to ₹ 1,585 Lacs in the previous year.

Your Directors are confident to improve the performance in the current Financial Year.

g) Cautionary Statement

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include external economic conditions affecting demand/ supply influencing price conditions in the market in which the Company operates, changes in Government Regulations, Statutes, Tax Laws and other incidental factors.

Source of Data :

Circulars / reports / articles issued by World Steel Association, Ministry of Steel and Various Newspapers and Magazines.

REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {hereinafter referred as SEBI (LODR) Regulations, 2015}.

1. Company's Philosophy on Corporate Governance

Corporate Governance is the mechanism by which the values, principles, policies and procedures of Companies are manifested. Effective Corporate Governance is indispensable to resilient and vibrant capital markets and investor protection rests on this foundation. The core value of Corporate Governance lies in the principles of integrity, fairness, quality, transparency and accountability.

The Company is committed to good Corporate Governance in order to enhance value of its all stakeholders. To achieve the objectives of good Corporate Governance, the Company follows the principles of transparency, disclosures, fairness, independent supervision, healthy competition, production of quality products and services, compliance with all relevant laws, rules and regulations and meeting social responsibility. It is believed that good Corporate Governance by the Company would protect and enhance the trust of shareholders, customers, suppliers, financiers, employees, government agencies and the society in the Company.

2. Board of Directors

The Board of Directors of the Company has optimum combination of Executive and Non-Executive Directors. The Company has an Executive Chairman. The Board comprises of 6 (Six) Directors. The Company has 2 (Two) Executive Directors, 1 (One) Nominee Director and remaining 3 (Three) are Independent Directors. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, as specified in Regulation 26 of SEBI (LODR) Regulations, 2015, across all the Public Companies in which he/she is a Director.

Composition and Category of Directors

S. No.	Category	Name of Director
1	Promoter and Executive Director	Mr. Santosh Shahra
2	Executive Director	Mr. Nagalingam Goli
3	Independent Directors	Mr. Navin Khandelwal Mr. Rajesh Nema Ms. Neha Singhania
4	Nominee Director	Mr. Munish Mohan* Mr. Shrikant Tirpude**

* Mr. Munish Mohan Nominee Director of IDBI Bank Limited has resigned w.e.f. 27th November, 2016.

** Mr. Shrikant Tirpude has been appointed as Nominee Director of IDBI Bank Limited w.e.f. 13th January, 2017.

The Board of Directors met 4 (four) times during the Financial Year 2016-17 on 27th May 2016, 12th August 2016, 8th November 2016 and 13th January 2017.

The gap between two meetings did not exceed one hundred and twenty days. The Company placed before the Board most of the information specified in Part A of Schedule II to the SEBI (LODR) Regulations, 2015 from time to time. The Board periodically reviews compliance reports of all laws applicable to the Company. The Company takes effective steps to rectify instances of non- compliance, if any.

Attendance of Directors at the Meetings of Board of Directors held during the Financial Year 2016- 17 and the last Annual General Meeting (AGM) held on 3rd September, 2016, as also the number of Directorships and Committee positions held by them in other public limited companies as on 31st March, 2017 are given below:

Name of Director	No. of Board Meetings attended during 2016-17	Whether attended last AGM	No. of Directorships in other Public Companies	No. of Committee positions held in other Public Companies#		No. of shares held in NSAIL as on 31.03.17
				as Chairman	as Member	
Mr. Santosh Shahra	4	Yes	1	-	-	-
Mr. Nagalingam Goli	4	Yes	-	-	-	5,001
Mr. Navin Khandelwal	4	Yes	5	3	1	-
Mr. Rajesh Nema	4	Yes	1	-	-	-
Ms. Neha Singhania	4	No	2	2	1	-
Mr. Munish Mohan*	2	No	-	-	-	-
Mr. Shrikant Tirpude**	N.A.	N.A.	-	-	-	-

Represents Chairmanships/Memberships of Audit Committee and Stakeholders Relationship Committee.

* Mr. Munish Mohan, Nominee Director of IDBI Bank Limited has resigned w.e.f. 27th November, 2016.

** Mr. Shrikant Tirpude has been appointed as Nominee Director of IDBI Bank Limited w.e.f. 13th January, 2017.

The Company has adopted the code of conduct for all Board Members and Senior Management Personnel. The Company has received confirmation from them regarding compliance of the Code during the year under review. The Code is posted on the website of the Company.

There are no relationships between the Directors of the Company, inter-se.

The details of familiarisation programmes imparted to independent directors are available at the website of the Company.

(Web link: http://www.nsail.com/Investor Zone / Disclosure / Familiarisation Programme)

3. Audit Committee

Your Company's Audit Committee has been constituted in accordance with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year under review, the Audit Committee met 4 (Four) times on 26th May 2016, 11th August 2016, 7th November 2016 and 12th January 2017 and the gap between two meetings did not exceed one hundred and twenty days.

The Audit Committee comprises of below mentioned directors and their attendance was as under:

Name	Category	No. of Committee Meetings attended
Mr. Navin Khandelwal, Chairman	Independent Director	4
Mr. Rajesh Nema	Independent Director	4
Mr. Nagalingam Goli	Executive Director	4

Mr. Navin Khandelwal, Chartered Accountant, is Chairman of the Audit Committee. The Audit Committee also invites such of the executives, as it considers appropriate, representatives of the Statutory Auditors and the representatives of the Internal Auditors.

The Company Secretary acts as the Secretary to all the Committees.

The terms of reference of the Audit Committee includes the matters specified in Part C Schedule II to the SEBI (LODR) Regulations, 2015 and also as required under Section 177 of the Companies Act, 2013.

4. Nomination and Remuneration Committee

Your Company's Nomination and Remuneration Committee has been constituted in accordance with the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Committee consists of 3 (Three) Directors. The Chairman of the Committee is an independent director. The Committee met 3 (Three) times during the year under review on 26th May 2016, 8th November, 2016 and 16th March, 2017. The attendance record of the members at the meeting is as under:

Name	Category	No. of Committee Meetings attended
Mr. Navin Khandelwal, Chairman	Independent Director	3
Mr. Rajesh Nema	Independent Director	3
Ms. Neha Singhania	Independent Director	3

Nomination and Remuneration Policy of the Company is available at the website www.nsail.com.

Performance Evaluation

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, its Committees, the Chairman of the Company and the Directors on the basis of the feedback received from all the Directors of the Company.

Structured performance evaluation questionnaire were circulated to the Directors for:

- Directors' – Self & Peer Level Evaluation;
- Board's Evaluation;
- Board Committees' Evaluation; and
- Chairman's Evaluation.

The summary of rating given by all the directors on the structured performance evaluation was placed before the Board of Directors.

Details of Remuneration paid to Directors

During the Financial Year 2016-17, the Company paid to Non-executive Directors only sitting fee for attending Board and Committee Meetings.

Details of remuneration paid to Directors for the year ended 31st March, 2017 are as follows:

(₹ in Lacs)

Directors	Sitting Fees	Salary and perquisites	Total
Mr. Santosh Shahra	N.A.	219.58	219.58
Mr. Nagalingam Goli	N.A.	98.92	98.92
Mr. Navin Khandelwal	0.84	Nil	0.84
Mr. Rajesh Nema	0.93	Nil	0.93
Ms. Neha Singhania	0.44	Nil	0.44
Mr. Munish Mohan	0.20*	Nil	0.20*
Mr. Shrikant Tirpude	Nil	Nil	Nil

* Sitting Fee cheques issued in the name of IDBI Bank Limited.

Service Contracts, Severance Fees and Notice Period

Period of Contract of Mr. Santosh Shahra – Executive Chairman and Mr. Nagalingam Goli – Managing Director is three years w.e.f. 17th December, 2016 and 1st April, 2016 respectively, and the contract may be terminated by either party by giving six months' and three months' notice respectively. There is no separate provision for payment of severance fees. However, pursuant to the applicable provisions of Companies Act, 2013 the matter of re-appointment of Mr. Nagalingam Goli as Director will be considered by the Equity Shareholders in the ensuing Annual General Meeting.

5. Stakeholders Relationship Committee

Your Company's Stakeholders Relationship Committee has been constituted in accordance with the provisions of Regulation 20 of the SEBI (LODR) Regulations, 2015 and Section 178 of Companies Act, 2013. The Committee consists of 3 (Three) Directors. The Chairman of the Committee is an Independent Director. The Committee met 4 (Four) times during the year under review on 26th May 2016, 11th August 2016, 7th November 2016 and 12th January 2017. The attendance record of the members at the meeting is as under:

Name	Category	No. of Committee Meetings attended
Mr. Navin Khandelwal, Chairman	Independent Director	4
Mr. Rajesh Nema	Independent Director	4
Mr. Nagalingam Goli	Executive Director	4

The Committee looks into the redressal of stakeholders' grievances related to share transfer, transmission, issue of duplicate share certificates, non-receipt of annual report, etc.

Total numbers of complaints received during the year under review were 5 (five) as per details given in table below and all were solved to the satisfaction of the shareholders.

Nature of Complaints	Complaints received from			Total No. of Complaints
	Shareholders	SEBI	Stock Exchange	
Non-receipt of Annual Report	2	-	-	2
Non-receipt of Share Certificates	1	-	-	1
Non-receipt of Dividend	1	1	-	2
Dematerialisation & Rematerialisation	-	-	-	-
Total	4	1	-	5

Mr. Pankaj Gupta, Company Secretary of the Company is Compliance Officer.

6. Corporate Social Responsibility Committee

Your Company's Corporate Social Responsibility (CSR) Committee has been constituted in accordance with the provisions of Section 135 of Companies Act, 2013. The Terms of Reference and its composition are as under:

Brief description of Terms of Reference :

To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to Companies Act, 2013, recommend the amount of expenditure to be incurred on the activities referred to in CSR Policy of the Company, institute a transparent monitoring mechanism for implementation of the CSR projects or programmes or activities undertaken by the Company and monitor the CSR Policy of the Company from time to time.

The Committee consists of 3 (Three) Directors as under:

Name	Category
Mr. Santosh Shahra, Chairman	Executive Director
Mr. Nagalingam Goli	Executive Director
Mr. Rajesh Nema	Independent Director

7. Independent Directors' Meeting

During the year under review, the Independent Directors met on 16th March, 2017, *inter alia*, to :

- Review the performance of Non Independent Directors and the Board of Directors as a whole;
- Review the performance of Chairperson of the Company, taking into account the views of the Executive and Non Executive Directors.
- Assess the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

8. General Body Meetings

(i) The venue and time of General Meetings (AGM) held during the last three years were as follows:

Date	Time	Venue	Whether any Special Resolution(s) passed
06.09.2014 (28th AGM)	12:00 Noon	Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubash Marg, Fort, Mumbai - 400 001	Yes
22.09.2015 (29th AGM)	12:00 Noon	M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400 001	Yes
03.09.2016 (30th AGM)	11:00 A.M.	M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400 001	Yes

(ii) Postal Ballot :

During the year under review, the Company approached the shareholders through postal ballots in the month of April, 2016. Summary of voting result of the above mentioned postal ballot is as follows:

Date of Postal Ballot Notice: 18th April, 2016

Voting Period: 20th April 2016 to 19th May, 2016

Date of Declaration of Result: 20th May, 2016

Date of Approval: 19th May, 2016.

Resolution No.	Name of Resolution	Resolution Type	Particulars of Votes Cast		
			Particulars	Nos.	%
1.	Approval for increasing Authorised Share Capital of the Company and the consequent amendment in Capital clause of the Memorandum of Association of the Company.	Ordinary	Votes cast in favour	1,65,93,045	94.686
			Votes cast against	9,31,328	5.314
2.	Approval for issue of Equity Shares of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement ("QIP Issue"), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.	Special	Votes cast in favour	1,65,93,045	94.686
			Votes cast against	9,31,328	5.314
3.	Approval for appointment of Mr. Nagalingam Goli as a Director of the Company.	Ordinary	Votes cast in favour	1,65,93,795	94.690
			Votes cast against	9,30,578	5.310
4.	Approval for appointment of Mr. Nagalingam Goli as a Managing Director of the Company	Special	Votes cast in favour	1,65,93,795	94.690
			Votes cast against	9,30,578	5.310

Total number of invalid votes was 2,250.

The Company successfully completed the process of obtaining approval of Shareholders for aforesaid resolutions through postal ballot.

Mr. Ashish Garg, Practicing Company Secretary, (Membership No.: FCS 5181 and CP No. 4423), was appointed as the Scrutiniser for conducting the Postal Ballot voting process (including voting through electronic means) in a fair and transparent manner.

Procedure for postal ballot

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules and SEBI (LODR) Regulations, 2015 the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company generally engages the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/list of beneficiaries as on a cut-off date. The postal ballot notice is send to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/addresses received from the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspapers declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutiniser on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutiniser submits his report to the Chairman after the completion of scrutiny of the postal ballots (including remote e-voting). The results of the postal ballot (including remote e-voting) are announced by the Chairman. The result of the Postal Ballot along with Scrutiniser's Report are also posted on the Company's website i.e. www.nsail.com and on website of Central Depository Services (India) Limited (CDSL) i.e. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

9. Disclosures

a) Details of Director seeking appointment / re-appointment at the Annual General Meeting:

Name of Director: Mr. Nagalingam Goli(DIN: 0331730); Age : 47 Years; Qualification: B. Tech in Mechanical Engineering with Post Graduate Diploma in Management and Post Graduate Diploma in Financial Management; Date of Appointment: 1st April, 2016; Expertise: Operational Excellence, Business Development, Finance Management and General Management; Directorships as on 31st March, 2017 in Other Companies: NIL; Chairmanship/Membership of the Committees of other Companies: NIL; Shareholding in the Company: 5001.

b) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the year under review which were in conflict with the interest of the Company. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

c) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or Securities and Exchange Board of India (SEBI) or any statutory authority, on any matter related to capital markets, during the last three years:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last three years except the following:

The Securities and Exchange Board of India (SEBI) has issued an ex-parte ad-interim order on 24th May, 2016 against the Company and restrained the Company from buying, selling or dealing in the securities market, either directly or indirectly, in any manner whatsoever, till further directions. Further, SEBI vide its order dated 8th March, 2017 has confirmed the directions issued in the ex-parte ad-interim order dated 24th May, 2016 subject to certain relaxations granted by SEBI to the Company *inter alia* to trade in commodity derivatives markets for limited purpose of hedging its physical market positions under the supervision of the exchanges. However, the investigation is in process and final order from SEBI is awaited in the matter.

d) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:

The Company has Whistle Blower Policy and the same has been uploaded at the website of the Company. No personnel of the Company has been denied access to the audit committee.

e) Details of compliance with mandatory requirements and adoption of the non- mandatory requirements:

The Company has complied with the mandatory requirements and also adopted some of the non- mandatory requirements as stipulated under the SEBI (LODR) Regulations, 2015.

f) Web link where policy for determining 'material' subsidiaries is disclosed:

The Company does not have any subsidiary.

g) Web link where policy on dealing with related party transactions is disclosed:

http://www.nsail.com/Investor Zone / Policies / Related Party Policy

h) Disclosure of commodity price risks and commodity hedging activities:

The Company imports and exports commodities. The management of the Company takes effective steps timely to minimise commodity price risks and also hedges its exposure.

i) Disclosures of relationships between Directors inter-se:

None of the Directors have any relation inter-se.

j) Regulations for Prevention of Insider Trading:

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insider for its Directors, Officers and Specified Employees.

Mr. Pankaj Gupta, Company Secretary is the Compliance Officer under the said Code.

k) The disclosures of the 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 (LODR) Regulations, 2015 :

The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

10. Reconciliation of Share Capital Audit

A qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued and listed equity share capital. The audit confirms that the total Issued / Paid-up Capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

11. Means of Communication

- Quarterly Results

  The Company's Quarterly Results are submitted to the Stock Exchanges, published in newspapers and also displayed on the Company's website.
- Newspaper wherein Results normally published in

  Free Press Journal and Nava Shakti (Mumbai)
- Any website, where displayed

  www.nsail.com
- Whether it also displays official news release

  No
- The presentations made to institutional investors or to the analysts

  No such occasion arose during the year under review.

12. General Shareholder Information

a) Annual General Meeting :

Day, Date and Time	:	Thursday, 21st September, 2017 at 12:00 Noon.
Venue	:	M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400001

b) Financial Year : 1st April to 31st March.

c) Date of Book Closure : Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (Both days inclusive)

d) Dividend Payment date : The Board of Directors has not recommended any dividend on the Equity Shares for the year ended 31st March, 2017.

e) Listing of Equity Shares on Stock Exchanges and Stock Codes :

The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

STOCK EXCHANGE	STOCK CODE
National Stock Exchange of India Limited (NSE)	NATNLSTEEL
BSE Limited (BSE)	513179

The Listing Fee for the financial year 2016-17 has been paid to NSE and BSE.

f) Corporate Identification Number (CIN) the Company : L27100MH1985PLC140379.

g) Market Price Data :

The High & Low price during each month in the financial year 2016-17 of the Company's share is as under :

Month	SHARE PRICE (BSE)		BSE SENSEX	
	High (₹)	Low (₹)	High	Low
April, 2016	13.95	12.00	26100.54	24523.20
May, 2016	13.90	10.17	26837.20	25057.93
June, 2016	13.95	11.05	27105.41	25911.33
July, 2016	24.30	14.00	28240.20	27034.14
August, 2016	22.75	18.00	28532.25	27627.97
September, 2016	25.80	20.15	29077.28	27716.78
October, 2016	24.80	21.70	28477.65	27488.30
November, 2016	24.40	15.45	28029.80	25717.93
December, 2016	20.05	17.30	26803.76	25753.74
January, 2017	27.45	19.20	27980.39	26447.06
February, 2017	25.70	22.90	29065.31	27590.10
March, 2017	25.90	22.70	29824.62	28716.21

Month	SHARE PRICE (NSE)		NSE NIFTY	
	High (₹)	Low (₹)	High	Low
April, 2016	14.20	11.60	7992.00	7526.70
May, 2016	14.00	10.20	8213.60	7678.35
June, 2016	14.05	10.70	8308.15	7927.05
July, 2016	24.60	14.50	8674.70	8287.55
August, 2016	22.80	18.00	8819.20	8518.15
September, 2016	25.80	19.70	8968.70	8555.20
October, 2016	24.70	21.15	8806.95	8506.15
November, 2016	24.20	15.80	8669.60	7916.40
December, 2016	19.85	16.70	8274.95	7893.80
January, 2017	27.70	18.80	8672.70	8133.80
February, 2017	25.20	22.70	8982.15	8537.50
March, 2017	25.80	22.60	9218.40	8860.10

h) Share Price Performance in comparison to broad based indices - BSE Sensex and NSE Nifty :

	1st April, 2016	31st March, 2017	% Change
Company Share Price (BSE) (₹)	12.01	25.65	113.57
Company Share Price (NSE) (₹)	12.10	25.50	110.74
BSE Sensex	25,269.64	29,620.50	17.21
NSE Nifty	7,718.05	9,173.75	18.86

i) Registrar and Transfer Agent :

Sarthak Global Limited, 170/10 R.N.T. Marg, Film Colony, Indore –452 001 (M.P.)

Phone No. : +91-731-2523545, 2526388, Fax No. : +91-731-2526388

Email ID : sgl@sarthakglobal.com

j) Share Transfer System :

To expedite the process of share transfers, the Board of the Company has delegated the power of share transfer to M/s Sarthak Global Ltd., Registrar and Share Transfer Agent of the Company. The delegated authority attends to share transfer formalities fortnightly. Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned within fifteen days from the date of receipt so long as the documents have been clear in all respects. Shares under objection are returned within fifteen days from receipt of the documents.

k) Distribution of Shareholding as on 31st March, 2017

Slab of Shareholding	Shareholders	%	₹ in Lacs	%
1 - 250	17,354	66.04	211.11	4.74
251 - 500	5,148	19.59	199.88	4.49
501 - 1,000	2,102	8.00	171.19	3.85
1,001 - 2,000	835	3.18	130.80	2.94
2,001 - 3,000	267	1.02	70.17	1.58
3,001 - 4,000	118	0.45	41.99	0.94
4,001 - 5,000	100	0.38	47.29	1.06
5,001 - 10,000	182	0.69	132.38	2.98
10,001 and above	171	0.65	3,445.19	77.42
Total	26,277	100.00	4,450.00	100.00

Categories of Shareholders as on 31st March, 2017

	Category	No. of Shares held	% of Shareholding
A.	Promoters' holding		
1	Promoters	2,21,93,683	49.87
	Sub Total (1)	2,21,93,683	49.87
B.	Non Promoters' holding		
2	Institutional Investors		
a.	Mutual Funds and UTI	61,300	0.14
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. / Non-Govt. Institutions)	400	0.00
	Sub Total (2)	61,700	0.14
3	Others		
a.	Private Corporate Bodies	67,62,693	15.20
b.	Indian Public	1,44,81,047	32.54
c.	NRIs	4,05,653	0.91
d.	Clearing Members	1,50,711	0.34
e.	Hindu Undivided Family	4,44,513	1.00
	Sub Total (3)	2,22,44,617	49.99
	Grand Total (1+2+3)	4,45,00,000	100.00

l) Dematerialisation of shares and Liquidity :

3,98,32,252 Equity Shares of the Company representing 89.51% of the Company's Share Capital are dematerialised as on 31st March, 2017 as compared to 3,12,06,884 Equity Shares (70.12%) as on 31st March, 2016 with NSDL and CDSL (ISIN Code : INE 088B01015).

The Company's equity shares are regularly traded on the National Stock Exchange of India Limited and BSE Limited, in dematerialised form.

m) Outstanding GDRs/ADRs/Warrant or any convertible instruments conversion date and likely impact on equity : Nil

n) Plant Location : Village Sejwaya, Tehsil Dhar, District Dhar (M.P.)

o) Registered Office : 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021 (MH)

p) Address for Correspondence

(i) Investor Correspondence

For Shares held in Physical Form

Sarthak Global Limited

Unit : National Steel and Agro Industries Limited

170/10 R.N.T. Marg, Film Colony, Indore - 452 001 (M.P.)

Phone No. : +91-731-2523545, 2526388, Fax No. : +91-731-2526388

For Shares held in Demat Form

Investors' concerned Depository Participant (DP) and/or

Sarthak Global Limited

Unit : National Steel and Agro Industries Limited

170/10 R.N.T. Marg, Film Colony, Indore - 452 001 (M.P.)

Phone No. : +91-731-2523545, 2526388, Fax No. : +91-731-2526388

Investors may lodge complaint at Email ID : investor_relations@nsail.com

(ii) Administrative Office

National Steel and Agro Industries Limited

401, Mahakosh House, 7/5 South Tukoganj, Nath Mandir Road, Indore – 452 001 (M.P.)

Phone No. : +91-731-4017409, 4017410, Fax No. : +91-731-2516714

Email ID : nsail_indore@nsail.com

13. Managing Director and CFO Certification

The Managing Director and CFO of the Company give quarterly/annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 of SEBI (LODR) Regulations, 2015.

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

This is to confirm that the Company has adopted Code of Conduct for its Directors and Senior Management Personnel and the same has been posted on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31st March, 2017, received from the members of the Board and Senior Management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Personnel means those who are of the rank of General Manager and above including all functional heads.

Place : Indore
Date : 22nd May, 2017

Nagalingam Goli
Managing Director
(DIN : 03317130)

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To

The Members of National Steel and Agro Industries Limited

I have examined the compliance of the conditions of Corporate Governance by National Steel and Agro Industries Limited (the Company), for the year ended on 31st March, 2017 as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"the SEBI (LODR) Regulations, 2015"} for the period from 1st April, 2016 to 31st March, 2017.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of 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, I certify that the Company has complied with the conditions of Corporate Governance as specified in the SEBI (LODR) Regulations, 2015, as applicable.

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

Place : Indore
Dated : 22nd May, 2017

Ashish Garg
FCS No. : 5181
C.P. No. : 4423

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of NATIONAL STEEL AND AGRO INDUSTRIES LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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 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 31st March, 2017 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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 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 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in "Annexure B" and

   g) With respect to the other matters to be included in the 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 knowledge and belief and according to the information and explanations given to us:

      (i) The Company has disclosed the impact of pending litigations as at 31st March, 2017 on its financial position in its financial statements- refer note No. 27 (b) of the notes to accounts.

      (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.

      (iii) There has been no amounts, required to be transferred, to the investor Education and Protection Fund by the Company.

      (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 which are in accordance with the books of accounts maintained by the company- refer note No. 36 of the notes to accounts.

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

Place : Indore
Dated : 22nd May, 2017

CA Suresh Saharia
(Partner)
Membership No. 040180

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our report of even date)

(i) (a) As explained to us, in respect of fixed assets, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As explained to us, the fixed assets have been physically verified by the management, in accordance with the program of verification adopted by the Company. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge, no material discrepancies have been noticed on such verification.

(c) In respect of immovable property, title deeds of all the immovable properties are in the name of the Company.

(ii) As explained to us, the inventory of the Company has been physically verified during the year by the management. In respect of materials lying with third parties, these have been confirmed by them. In our opinion the frequency of the verification is reasonable. In our opinion, the discrepancies noticed on verification between the physical stocks and book records were not material, having regard to the size of the operations of the Company.

(iii) As explained to us, the Company has not granted any loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) According to the records of the Company examined by us, the Company has given corporate guarantee on behalf of NSIL Exports Limited and full particulars of the guarantee have been disclosed in the financial statement.

(v) The Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the Companies Act, 2013 and the rules framed there under to the extent notified.

(vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, entry tax, wealth tax, service tax, customs duty, excise duty and cess as at 31st March, 2017 which have not been deposited on account of disputes are as follows:

Statement of Disputed Dues

Name of Statute	Nature of Dues	Amount Disputed (₹)	Period	Forum where dispute is pending
The Central Excise Act	Excise Duty	12,50,482	2013-14	Central Excise and Service Tax Appellate Tribunal, New Delhi
		4,88,837	2014-15	Central Excise and Service Tax Appellate Tribunal, New Delhi
	Penalty	5,00,000	2014-15	Commissioner (Appeals), Bhopal has, in similar case, allowed appeal but Department has filed appeal in tribunal, the order is pending.
		5,00,000	2014-15	Commissioner (Appeals), Bhopal has, in similar case, allowed appeal but Department has filed appeal in tribunal, the order is pending.
	CENVAT Credit	1,47,91,017	2014-15	Commissioner (Appeals), Bhopal
	Differential Duty	11,63,22,636	2014-15	Central Excise and Service Tax Appellate Tribunal, New Delhi
	Differential Duty	1,03,04,238	2015-16	Commissioner (Appeals), Bhopal
	Customs Duty	1,92,99,130	2014-15	Central Excise and Service Tax Appellate Tribunal, Ahmedabad
	Customs Duty	24,06,376	2016-17	Commissioner (Appeals), Bhopal
	Customs Duty	1,02,50,000	2016-17	Commissioner Nhavasheva, Mumbai
Sales Tax Act	Entry Tax	50,47,197	2004-05	M.P. Commercial Tax Appellate Board, Bhopal
	State Case	5,19,604	2004-05	M.P. Commercial Tax Appellate Board, Bhopal
	State Case	18,68,541	2005-06	M.P. Commercial Tax Appellate Board, Bhopal
Sales Tax (Commercial Tax)	Entry Tax	5,49,730	2008-09	Commercial Tax Tribunal, Ghaziabad
	Entry Tax	14,79,228	2009-10	Commercial Tax Tribunal, Ghaziabad
	Entry Tax	1,25,56,862	2009-10 2010-11	Hon'ble Supreme Court of India (Ghaziabad)
	Central Sales Tax	51,158	2010-11	Sales Tax (Ghaziabad)
	Entry Tax	11,93,371	2010-11	Sales Tax (Ghaziabad)
	Vat Tax	3,83,187	2016-17	Sales Tax (Ghaziabad)
	VAT Tax	4,46,269	2016-17	Sales Tax (Ghaziabad)
	VAT Tax	8,32,935	2010-11	Sales Tax (Ghaziabad)

(viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank, Government or any dues to debenture holders as at balance sheet date.

(ix) According to the records of the Company examined by us and the information and explanation given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loan.

(x) During the course of our 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 any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

(xi) According to the records of the Company examined by us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.

(xii) The Company is not a Nidhi company.

(xiii) According to the records of the Company examined by us and the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statement as required by applicable accounting standards.

(xiv) According to the records of the Company examined by us, the Company has not made any preferential allotment or private allotment of shares or fully or partly convertibles debenture during the year.

(xv) According to the records of the Company examined by us and the information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the records of the Company examined by us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act,1934.

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

Place : Indore
Dated : 22nd May, 2017

CA Suresh Saharia
(Partner)
Membership No. 040180

ANNEXURE B TO THE AUDITORS' REPORT

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

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

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10), of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal financial Controls over financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal financial Controls Over financial Reporting

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

Opinion

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

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

Place : Indore
Dated : 22nd May, 2017

CA Suresh Saharia
(Partner)
Membership No. 040180

BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No.	As At 31.03.2017 (₹ in Lacs)	As At 31.03.2016 (₹ in Lacs)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	01	9,951.02	9,951.02
Reserves & Surplus	02	30,348.14	28,551.40
		40,299.16	38,502.42
NON-CURRENT LIABILITIES			
Long-Term Borrowings	03	714.93	1,434.93
Deferred Tax Liabilities (Net)	04	3,548.57	3,119.18
Other Long Term Liabilities	05	165.01	216.63
Long Term Provisions	06	205.53	236.50
		4,634.04	5,007.24
CURRENT LIABILITIES			
Short-Term Borrowings	07	18,334.97	21,097.03
Trade Payables	08	66,927.74	70,016.69
Other Current Liabilities	09	2,250.71	3,386.95
Short-Term Provisions	10	1,014.19	1,013.08
		88,527.61	95,513.75
	TOTAL	1,33,460.81	1,39,023.41
ASSETS :			
NON-CURRENT ASSETS			
Fixed Assets			
- Tangible Assets	11	20,012.44	16,445.41
- Intangible Assets	11	70.68	131.65
- Capital Work in Progress	11	411.75	4,545.36
Non-Current Investments	12	89.08	89.08
Other Non-Current Assets	13	287.88	288.99
		20,871.83	21,500.49
CURRENT ASSETS			
Inventories	14	45,129.29	50,209.12
Trade Receivables	15	41,818.26	42,759.34
Cash and Cash Equivalents	16	9,444.95	9,409.36
Short-Term Loans and Advances	17	15,734.85	14,801.85
Other Current Assets	18	461.63	343.25
		1,12,588.98	1,17,522.92
	TOTAL	1,33,460.81	1,39,023.41
Significant Accounting Policies	A to T		
The accompanying notes are integral part of the Financial Statements	1 to 42		

As per our report of even date attached

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

CA Suresh Saharia
Partner
Membership No. 040180

Place : Indore
Dated : 22nd May, 2017

Mahesh Jain
Chief Financial Officer

Pankaj Gupta
Company Secretary

For and on behalf of the Board of Directors

Santosh Shahra
Executive Chairman
DIN - 00305846

Nagalingam Goli
Managing Director
DIN - 03317130

Place : Indore
Dated : 22nd May, 2017

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

	Note No.	Year ended 31.03.2017 (₹ in Lacs)	Year ended 31.03.2016 (₹ in Lacs)
INCOME			
Revenue from Operations (Gross)	19	4,11,403.01	3,89,352.75
Less : Excise Duty		13,364.54	14,322.05
Net Revenue from Operations		3,98,038.47	3,75,030.70
Other Income	20	1,506.03	3,784.86
Total Revenue		3,99,544.50	3,78,815.56
EXPENDITURE			
Cost of Materials Consumed	21	1,12,621.01	1,35,532.94
Purchases of Stock-in-Trade	22	2,31,283.75	2,11,783.11
(Increase)/Decrease in Finished Goods, Work in Process and Stock-in-Trade	23	13,609.64	(14,556.42)
Employee Benefit Expenses	24	5,072.06	4,789.47
Finance Costs	25	13,488.72	13,740.48
Depreciation and Amortisation Expenses	11	1,621.27	1,456.20
Other Expenses	26	18,593.06	22,241.27
Total Expenses		3,96,289.51	3,74,987.05
Profit Before Tax		3,254.99	3,828.51
Tax Expenses			
Current Tax		708.00	826.00
Income Tax for earlier year		56.03	130.78
Deferred Tax (Assets)/Liabilities		429.39	57.44
Profit After Tax		2,061.57	2,814.29
Earning per Equity Share of Face Value ₹ 10 each			
Basic and Diluted (in ₹)	33	4.04	5.73
Weighted average number of Shares outstanding (in Lacs)		445.00	445.00
Significant Accounting Policies	A to T		
The accompanying notes are integral part of the Financial Statements	1 to 42		

As per our report of even date attached

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

CA Suresh Saharia
Partner
Membership No. 040180

Place : Indore
Dated : 22nd May, 2017

For and on behalf of the Board of Directors

Mahesh Jain
Chief Financial Officer

Pankaj Gupta
Company Secretary

Santosh Shahra
Executive Chairman
DIN - 00305846

Nagalingam Goli
Managing Director
DIN - 03317130

Place : Indore
Dated : 22nd May, 2017

National Steel & Agro Industries Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	Year ended 31.03.2017 (₹ in Lacs)	Year ended 31.03.2016 (₹ in Lacs)
A. Cash Flow from Operating Activities :		
a) Net Profit/(Loss) before Tax & Extraordinary Items	3254.99	3,828.51
Adjustment for :		
Depreciation	1,621.27	1,456.20
Interest Expenses	13,488.72	13,740.48
Interest & Dividend Income	(1,324.34)	(1,460.53)
Loss/(Profit) on Sale of Fixed Assets	6.29	(2243.93)
	17,046.93	15,320.73
b) Operating Profit before Working Capital Changes		
Adjustment for :		
Trade and other Receivables	25.28	468.98
Inventories	5,079.82	3,256.03
Increase in Trade Payable and Other Payable	(4,109.79)	(984.60)
	995.31	2,740.41
c) Cash Generated from Operations		
Income Tax Paid (Net)	(838.00)	(1,497.15)
d) Cash Flow before Extraordinary Items	17,204.24	16,563.99
Extraordinary Items	---	---
Net Cash from Operating Activities (A)	17,204.24	16,563.99
B. Cash Flow from Investing Activities :		
Interest/Dividend received	1,189.88	1,503.61
Sale/(Purchase) of other Investment	---	195.32
Purchase of Fixed Assets including Capital Work-in-Progress	(1,017.70)	(3,170.50)
Sale of Fixed Assets	17.69	4,074.11
Net Cash from Investing Activities (B)	189.87	2,602.54
C. Cash Flow from Financing Activities :		
Proceeds from Long Term Borrowings	---	---
Repayment of Long Term Borrowings	(760.31)	(2,535.62)
Net proceeds from Other Borrowings	(2,793.03)	(2,373.30)
Liability for Capital Goods	(51.62)	(391.59)
Provision for Dividend	(264.84)	(264.84)
Interest Paid	(13,488.72)	(13,740.49)
Net Cash from Financing Activities (C)	(17,358.52)	(19,305.84)
D. Net increase/ (decrease) in Cash and Cash equivalent (A+B+C)	35.59	(139.31)
Cash and Cash equivalent at the beginning of the year	(9,409.36)	1,311.48
Cash and Cash equivalent at the end of the year (Refer Note No.16)	9,444.95	1,172.16
	35.59	(139.31)

As per our report of even date attached

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

CA Suresh Saharia
Partner
Membership No. 040180

Place : Indore
Dated : 22nd May, 2017

For and on behalf of the Board of Directors

Mahesh Jain
Chief Financial Officer

Pankaj Gupta
Company Secretary

Santosh Shahra
Executive Chairman
DIN - 00305846

Nagalingam Goli
Managing Director
DIN - 03317130

Place : Indore
Dated : 22nd May, 2017

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting :

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India ('GAAP') under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India ('SEBI') and other pronouncements of the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in an accounting policy hitherto in use. The financial statements are prepared and presented in Indian Rupees unless otherwise stated.

B. Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles require the management to make estimates and assumptions that affect the reported amounts of Assets and Liabilities and disclosure of Contingent Liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include estimates of the economic useful life of Fixed Assets and provisions for bad and doubtful debts. Any revision to accounting estimates is recognised prospectively.

C. Revenue Recognition :

Revenue is recognised only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and net off with finance cost.

D. Fixed Assets :

Tangible Assets

Fixed Assets are stated at cost of acquisition and subsequent improvements thereto, inclusive of taxes, freight and other incidental expenses related to acquisition, improvements and installation, except in case of revaluation of Fixed Assets where they are stated at revalued amount, as contained in AS-10. Capital Work-in-Progress includes cost of Fixed Assets under installation, any unallocated expenditure and Interest during construction period on loans taken to finance the Fixed Assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised. Forex on liability towards Fixed Assets is added or deducted from the cost of Assets.

Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date and the cost of fixed assets not ready for their intended use on such date, are disclosed under long-term loans and advances and capital work-in-progress respectively.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

E. Impairment of Assets :

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of recoverable amount.

F. Central Value Added Tax (CENVAT) :

CENVAT claimed on capital goods is reduced from the cost of plant and machinery. CENVAT claimed on purchases of raw and other materials is reduced from the cost of such materials.

G. Depreciation :

Depreciation on Factory Building, Plant & Machinery, Electrical Installation and equipment is provided on a straight-line method over the estimated life of assets.

Effective 1st April 2014, the Company depreciates its fixed assets over the useful life in the manner prescribed in schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in schedule XIV of the companies Act 1956.

Depreciation on additions during the year is being calculated on pro-rata basis from the following month, in which such additions were made or up to the month preceding the month of such deletion, as the case may be.

H. Borrowing Cost :

Borrowing cost relating to acquisition/ construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/sale. Borrowing costs that are attributable to the projects are charged to the respective projects. All other borrowing costs, not eligible for inventorisation /capitalisation, are charged to revenue.

I. Lease Rent :

Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss over the lease term.

J. Inventories :

Stock of Raw materials, stores & spares, Fuel & packing material are valued at cost or Net realisable value whichever is lower. Traded goods and finished goods are valued at lower of cost or net realisable value. Stock of Scrap is valued at net realisable value. The cost of material is arrived on First in First out basis.

K. Foreign Currency Transactions :

(I) a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement, except in case of long term liabilities, where they relate to acquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

(II) Forward and Options Contracts in Foreign Currencies :

In respect of derivative contracts, premium paid, gains/losses on settlement and losses on restatement are recognised in the Profit and Loss Statement except in case where they relate to the acquisition or construction of Fixed Assets, in which case, they are adjusted to the carrying cost of such assets.

L. Investments :

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

M. Taxation :

Provision for tax for the year comprises current Income Tax and Deferred Tax and is provided as per the Income Tax Act, 1961.

Deferred tax resulting from timing differences between the book and the tax profits is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallise. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future, however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets/ liabilities are reviewed as at each balance sheet date.

Minimum Alternate Tax ('MAT') paid in accordance with the Indian Income Tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised as an asset in the balance sheet if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant assets can be measured reliably.

N. Retirement benefits :

a) Contribution to provident fund and family pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.

b) Compensated absences, a long-term defined employee benefit, is accrued based on an actuarial valuation at the balance sheet date, carried out by an independent actuary. The Group accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

c) Gratuity, a defined benefit for employees of the Indian entity, is accrued based on an actuarial valuation at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by the Life Insurance Corporation of India ('LIC'). Provision for gratuity liabilities, pending remittance to the fund, is carried in the balance sheet. Actuarial gains and losses are charged to the profit and loss account.

O. Segment Accounting :

The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under:-

i) Manufacturing (G.P./G.C./C.C.L. Coils/Sheets/Lead Ingots/Aluminium Ingots)

ii) Trading

P. Segment Accounting Policies :

Following accounting policies have been followed by the Company for the segment reporting:

a) Segment revenue includes sales and other income directly identifiable with/ allocable to segment.

b) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment results. The expenses, which relate to the Company as a whole and not allocable to segment, are included under un-allocable expenses.

c) Income which relates to the Company as a whole and not allocable to segment is included under unallocable income.

d) i) Segment Assets includes those assets directly identifiable with respective segments and employed by a segment in its operating activities, but does not include income tax assets.

ii) Segment liabilities includes those liabilities directly identifiable with respective segments and operating liabilities that results, from operating activities of a segment, but does not include income tax liabilities and financial liabilities.

iii) Unallocable corporate assets and liabilities represent the assets and liabilities that relate to Company as a whole and not allocable to any segment.

Q. Provisions, Contingent Liabilities and Contingent Assets :

Provisions is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

R. Inter unit Transfer :

a) Inter unit transfers of goods for internal use as captive consumption are not shown in the Profit and Loss account.

b) Any unrealised profit on unsold stocks is ignored while valuing inventories.

S. Cash Flow Statement :

The Cash Flow Statement is prepared by the “indirect method” set out in Accounting Standard 3 on “Cash Flow Statements” and presents the cash flows by operating, investing and financing activities of the Company.

Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.

T. Earnings Per Equity Share :

The earnings considered in ascertaining the companies earning per equity share comprise net profit after tax, preference dividend, tax on preference dividend and includes the post tax effect of any extra-ordinary/exceptional item is considered. The number of equity shares used in computing basic earnings per equity share is the weighted average number of shares outstanding during the year.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number. of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2017

	As At 31.03.2017 (₹ in Lacs)	As At 31.03.2016 (₹ in Lacs)
1. SHARE CAPITAL		
Authorised :		
5,95,00,000 Equity Shares of ₹ 10 each with voting rights (Previous Year 4,45,00,000 Equity Shares of ₹ 10 each)	5,950.00	4,450.00
55,50,000 4% Redeemable Cumulative Preference Shares of ₹ 100 each (Previous Year 55,50,000 4% Redeemable Cumulative Preference Shares of ₹ 100 each)	5,550.00	5,550.00
	11,500.00	10,000.00
Issued :		
4,45,00,000 Equity Shares of ₹ 10 each with voting rights (Previous Year 4,45,00,000 Equity Shares of ₹ 10 each)	4,450.00	4,450.00
55,01,022 4% Redeemable Cumulative Preference Shares of ₹ 100 each (Previous Year 55,01,022 4% Redeemable Cumulative Preference Shares of ₹ 100 each)	5,501.02	5,501.02
	9,951.02	9,951.02
Subscribed and fully Paid up :		
4,45,00,000 Equity Shares of ₹ 10 each with voting rights (Previous Year 4,45,00,000 Equity Shares of ₹ 10 each)	4,450.00	4,450.00
55,01,022 4% Redeemable Cumulative Preference Shares of ₹ 100 each (Previous Year 55,01,022 4% Redeemable Cumulative Preference Shares of ₹ 100 each)	5,501.02	5,501.02
	9,951.02	9,951.02

1.(a) The details of Shareholders holding more than 5% Shares :

Class of Shares / Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% held	No. of Shares	% held
Equity Shares				
APL International Private Limited	29,57,500	6.65	29,57,700	6.65
Bhavna Goel	57,86,568	13.00	40,04,568	9.00

Class of Shares / Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% held	No. of Shares	% held
4% Redeemable Cumulative Preference Shares				
Trade Overseas Limited	21,66,283	39.38	21,66,283	39.38
Arab Asia Trading Inc.	28,59,739	51.99	28,59,739	51.99

1.(b) Reconciliation of Number of Shares :

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount (in ₹)	No. of Shares	Amount (in ₹)
Equity Shares				
Shares at the beginning of the year	4,45,00,000	44,50,00,000	4,45,00,000	44,50,00,000
Add - Shares issued during the year	---	---	---	---
Shares at the end of the year	4,45,00,000	44,50,00,000	4,45,00,000	44,50,00,000
4% Redeemable Cumulative Preference Shares				
Shares at the beginning of the year	55,01,022	55,01,02,200	55,01,022	55,01,02,200
Add - Shares issued during the year	---	---	---	---
Shares at the end of the year	55,01,022	55,01,02,200	55,01,022	55,01,02,200

1.(c) Rights, preferences and restrictions attached to shares :

The Company has issued Equity shares with Voting rights only of Face value of ₹ 10 each and each share carries right to one vote. The Company issued 4% Cumulative Redeemable Preference Shares of Face value of ₹ 100 each. These shares are redeemable within the statutory permissible time period as per the terms of the issue. Such shares carries prior right to receive dividend over equity shareholders.

	As At 31.03.2017 (₹ in Lacs)	As At 31.03.2016 (₹ in Lacs)
2. RESERVES & SURPLUS		
Capital Reserve (Capital Subsidy)		
As per last Balance Sheet	32.67	32.67
	32.67	32.67
Securities Premium Reserve		
As per last Balance Sheet	5,957.34	5,957.34
	5,957.34	5,957.34
General Reserve		
As per last Balance Sheet	1,099.58	1,099.58
	1,099.58	1,099.58
Profit & Loss Account		
As per last Balance Sheet	21,461.82	18,912.36
Add : Net Profit/(Net Loss) for the Current Year	2,061.57	2,814.29
Less : Proposed Dividend on Preference Shares	220.04	220.04
Less : Tax on Dividend	44.80	44.80
	23,258.55	21,461.82
TOTAL	30,348.14	28,551.40
3. LONG-TERM BORROWINGS		
Secured		
Term Loans from Banks	1,434.93	2,195.24
Less : Installment due within one year (Refer Note 9)	720.00	760.31
TOTAL	714.93	1,434.93

(1) Installments falling due in respect of all the above loans upto 31.03.2018 have been grouped under "Current Maturities of Long Term Debt" (Refer Note 9).

(2) Nature of Security and terms of repayment for long term secured borrowing :-

(a) Nature of Security : Term loans from Financial Institutions are secured by way of first mortgage of all immovable properties and hypothecation of all the Company's movables (save and except book debts and stock) including movable machinery, spares and tools both present and future ranking pari-passu inter-se subject to prior charge created/to be created in favour of the Banks/ Financial Institutions on specified movable assets for securing borrowing for working capital requirements and personal guarantee of the Executive Chairman.

(b) Terms of Repayments :

Outstanding Loan Amount	Terms of Repayment
(i) IDBI BANK LIMITED Term Loan amounting to ₹ 1,434.93 Lacs (31st March, 2016 : ₹ 2,154.93 Lacs)	Repayable in 20 Quarterly Installments commenced from 1st April, 2014
(ii) STATE BANK OF INDIA Term Loan amounting to ₹ Nil Lacs (31st March, 2016 : ₹ 39.54 Lacs)	Repayable in 19 Quarterly Installments commenced from 30th June, 2011.
(iii) STATE BANK OF HYDERABAD Term Loan amounting to ₹ Nil Lacs (31st March, 2016 : ₹ 0.77 Lacs)	Repayable in 20 Quarterly Installments commenced from 31st May, 2011.

(₹ in Lacs)

	As At 31.03.2017	As At 31.03.2016
4. DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liabilities for earlier year	3,119.18	3,061.74
Add/(Less) : Deferred Tax Liability/(Assets) for Current Year	429.39	57.44
TOTAL	3,548.57	3,119.18
5. OTHER LONG TERM LIABILITIES		
Sundry Creditors for Capital Goods	165.01	216.63
TOTAL	165.01	216.63
6. LONG TERM PROVISIONS		
Provision for compensated absences Long Term	205.53	236.50
TOTAL	205.53	236.50
7. SHORT TERM BORROWINGS		
Working Capital Loans from Banks		
Secured*	18,334.97	18,847.03
Unsecured	---	2,250.00
TOTAL	18,334.97	21,097.03

* Loans from Banks for Working Capital are secured by hypothecation of Company's entire stocks of raw materials, stock in process, finished goods, stores & spares, stock in transit, other current assets and second charge over entire fixed assets of the Company ranking pari-passu inter-se and personal guarantee of the Executive Chairman.

8. TRADE PAYABLES		
Micro & Small Industries	17.98	14.52
Creditors for Supplies/Services	66,909.76	70,002.17
TOTAL	66,927.74	70,016.69

Trade Payable includes ₹ 63,281 Lacs towards acceptances (Previous Year ₹ 64,889 Lacs) and ₹ 17.98 Lacs (Previous Year ₹ 14.52 Lacs) due to Micro, Small and Medium Enterprises Undertakings.

As per the information available with the Company relating to the registration status of the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the information required under the said act disclosed as under :

(₹ in Lacs)

Description	Current Year	Previous Year
The Principal Amount due outstanding as at 31st, March	17.98	14.52
Interest due on (1) above and unpaid as at 31st, March	---	---
Interest paid to the Supplier	---	---
Payment made to supplier beyond the appointed day during the year	---	---
Interest due and payable for the period of delay	---	---
Interest accrued and remaining unpaid as at 31st, March	---	---
The Amount of further interest remaining due and payable in succeeding year	---	---

(₹ in Lacs)

	As At 31.03.2017	As At 31.03.2016
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long-Term Debt (Refer Note 3)	720.00	760.31
Advances from Customers	1,043.56	1,768.72
Other Payable (includes Statutory Dues & Provision for Expenses)	487.15	857.92
TOTAL	2,250.71	3,386.95
10. SHORT TERM PROVISIONS		
Provision for Employee Benefits		
Provision for Bonus	33.34	35.08
Provision for Compensated Absences	1.97	0.13
Provision for other Employee Benefits	248.15	173.16
	283.46	208.37
Provision Others :		
Provision for Tax	2,499.79	2,618.00
Less : Advance Tax & TDS	2,033.90	2,078.13
	465.89	539.87
Provision for Proposed Preference Dividend	220.04	220.04
Provision for Tax on Proposed Dividend	44.80	44.80
	264.84	264.84
TOTAL	1,014.19	1,013.08

11. FIXED ASSETS (₹ in Lacs)

		GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
S. No.	Name of Assets	Op. Balance As on 01.04.2016	Additions during the year	Deductions during the year	Total Gross Block As at 31.03.2017	Up to 31.03.2016	For the Year	Written Back	Up to 31.03.2017	As on 31.03.2017	As on 31.03.2016
	Tangible Assets										
1	Free Hold Land	137.71	-	-	**137.71**	-	-	-	**-**	**137.71**	137.71
2	Lease Land	122.39	-	-	**122.39**	36.00	5.40	-	**41.40**	**80.99**	86.39
3	Buildings	6,019.45	357.74	-	**6,377.19**	2,268.78	221.03	-	**2,489.81**	**3,887.38**	3,750.68
4	Plant & Machinery	35,768.36	4,751.58	-	**40,519.94**	23,573.63	1,266.70	-	**24,840.33**	**15,679.62**	12,194.73
5	Furniture & Fixtures	354.77	0.16	-	**354.93**	300.80	28.27	-	**329.08**	**25.85**	53.97
6	Office Equipments	178.08	1.38	-	**179.46**	161.01	6.21	-	**167.22**	**12.24**	17.07
7	Computer	434.36	3.52	2.53	**435.35**	365.15	17.48	2.18	**380.45**	**54.89**	69.21
8.	Vehicles	301.51	36.93	40.60	**297.84**	165.85	15.22	16.98	**164.08**	**133.76**	135.66
	Current Year Total	**43,316.64**	**5,151.31**	**43.14**	**48,424.81**	**26,871.23**	**1,560.30**	**19.16**	**28,412.36**	**20,012.44**	**16,445.41**
	Previous Year Total	44,646.02	527.35	1,856.73	43,316.64	25,497.40	1,400.37	26.55	26,871.23	16,445.41	19,148.62
	Intangible Assets										
9	Computer Software	370.77	-	-	**370.77**	239.12	60.97	-	**300.09**	**70.68**	131.65
	Current Year Total	370.77	-	-	**370.77**	239.12	60.97	-	**300.09**	**70.68**	131.65
	Previous Year Total	199.39	171.38	-	370.77	183.29	55.83	-	239.12	131.65	16.10
	Grand Current Year Total	**43,687.41**	**5,151.31**	**43.14**	**48,795.58**	**27,110.34**	**1,621.27**	**19.16**	**28,712.45**	**20,083.12**	**16,577.07**
	Grand Previous Year Total	44,845.41	698.73	1,856.73	43,687.41	25,680.69	1,456.20	26.55	27,110.34	16,577.07	19,164.72
10.	Capital Work in Progress									**411.75**	4,545.36

(₹ in Lacs)

	As At 31.03.2017	As At 31.03.2016
12. NON-CURRENT INVESTMENTS		
Non Trade Investment		
(I) Investment in Equity Instruments		
QUOTED		
a. 2,07,500 Equity Shares of Ruchi Soya Industries Limited (Market Value ₹ 56,33,525/-)	24.90	24.90
b. 1,00,000 Equity Shares of Anik Industries Limited (Market Value ₹ 27,45,000/-)	25.00	25.00
c. 31,360 Equity Shares of IDBI Bank Limited (Market Value ₹ 23,55,136/-)	25.48	25.48
d. 7,020 Equity Share of State Bank of Travancore (Market Value ₹ 42,62,895/-)	8.19	8.19
TOTAL	83.57	83.57
UNQUOTED		
a. 320 Equity Shares of ₹ 10/- each fully paid up of NSIL Exports Limited	0.01	0.01
b. 10 Equity Shares of ₹ 10/- each fully paid up of NSIL Power Limited	0.00	0.00
c. 10 Equity Shares of ₹ 10/- each fully paid up of NSIL Infotech Limited	0.00	0.00
d. 5,000 Equity Shares of ₹ 10/- each fully paid up of M.P. Industries Parks Limited	0.50	0.50
TOTAL	0.51	0.51
(II) Investment in quoted mutual fund		
L352G SBI Dual Advantage Fund-Series-III-Regular-Growth (NAV ₹ 6,10,250)	5.00	5.00
TOTAL INVESTMENT	89.08	89.08
Aggregate cost of quoted investment	88.57	88.57
Market value of quoted investment	156.07	153.98
Aggregate cost of unquoted investment	0.51	0.51
13. OTHER NON-CURRENT ASSETS		
Unsecured, considered goods		
Security Deposits	268.25	281.41
Advance for Capital Goods	19.63	7.58
TOTAL	287.88	288.99

(₹ in Lacs)

	As At 31.03.2017	As At 31.03.2016
14. INVENTORIES		
Stock in Trade (At lower of Cost or net realisable value except realisable by products which are valued at net realisable value)		
(i) Raw Materials	7,828.35	5,524.24
(ii) Raw Materials (Goods in Transit)	9,657.73	3,391.25
(iii) Finished Goods (other than those acquired for trading)	9,808.07	14,092.99
(iv) Stock-in-Trade (acquired for Trading)	16,721.82	26,150.18
(v) Stores & Spares and Consumables	672.54	713.32
(vi) Scrap	440.78	337.14
TOTAL	45,129.29	50,209.12
15. TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they were due for payment		
- Considered Goods	895.92	693.70
- Considered Doubtful	204.84	151.10
	1,100.76	844.80
Less: Provision for doubtful debts	204.84	151.10
	895.92	693.70
Other Debts - Considered Goods	40,922.34	42,065.64
TOTAL	41,818.26	42,759.34
16. CASH AND CASH EQUIVALENTS		
Cash in hand	12.86	10.21
Balances with Banks	1,242.68	1,161.95
	1,255.54	1,172.16
Other Bank Balances		
Balances held as Margin Money with Banks	8,189.41	8,237.20
TOTAL	9,444.95	9,409.36
17. SHORT TERM LOANS AND ADVANCES		
Unsecured, considered goods		
Loans and Advances to Employee	11.90	29.95
Advance to Suppliers	5,994.14	5,643.66
Prepaid Expenses	26.57	27.62
Deposits	328.32	226.22
Balances with Govt. Authorities & Others	9,373.92	8,874.40
TOTAL	15,734.85	14,801.85
18. OTHER CURRENT ASSETS		
Interest Receivables	134.46	---
Other Receivables	327.17	343.25
TOTAL	461.63	343.25
19. REVENUE FROM OPERATIONS		
Sale of Products	4,11,194.27	3,89,036.81
Other Operating Revenues	208.74	315.94
	4,11,403.01	3,89,352.75
Less : Excise Duty	13,364.54	14,322.05
TOTAL	3,98,038.47	3,75,030.70

(₹in Lacs)

	Year ended 31.03.2017	Year ended 31.03.2016
Details of Revenue from Operations		
Sale of Products :		
(A) Manufactured Goods		
Cold Rolled Coil/Sheet	1,686.42	6,063.87
Galvanised/Coated Steel Coil/Sheet & others	75,714.15	96,472.42
Color Coated Coil/Sheet	80,497.84	77,067.29
Sale of Scrap	5,421.64	6,736.34
Sale of Power	88.49	106.94
Duty Drawback and Other Export Incentives	727.25	490.30
Job Work Charges received	0.37	4.68
SUB TOTAL (A)	1,64,136.16	1,86,941.84
(B) Traded Goods :		
Steel and Others	10,611.86	31,088.22
Agro	2,36,446.25	1,71,006.75
SUB TOTAL (B)	2,47,058.11	2,02,094.97
TOTAL(A+B)	4,11,194.27	3,89,036.81
Other Operating Revenues :		
Miscellaneous Sales	208.74	315.94
	208.74	315.94

* Sale of Manufactured Goods includes export sales of ₹ 37,047.56 Lacs (Previous Year ₹ 56,831.84 Lacs)

* Sale of Traded Goods includes export sales of ₹ Nil Lacs (Previous Year ₹ Nil Lacs)

20. OTHER INCOME

Dividend Income	0.35	0.92
Other non-operating Income	21.88	8.53
Profit/(Loss) on sale of Fixed Assets	---	2,442.59
Profit/(Loss) on sale of Investment	---	(198.67)
Interest received	1,323.99	1,459.61
Net Gain/(Loss) on foreign currency transactions and translation	159.81	71.88
TOTAL	1,506.03	3,784.86

(₹ in Lacs)

		Year ended 31.03.2017	Year ended 31.03.2016
21. COST OF MATERIALS CONSUMED			
Opening Stock		8,915.48	26,669.15
Add: Purchases		1,21,191.61	1,17,779.27
		1,30,107.09	1,44,448.42
Less: Closing Stock		17,486.08	8,915.48
Cost of Materials Consumed	TOTAL	1,12,621.01	1,35,532.94
Material Consumed Comprises			
Hot Rolled Coil & Others		92,511.94	1,02,594.39
Cold Rolled Coil		1,575.82	7,240.24
Zinc		14,299.62	20,571.96
Paint		4,233.63	5,126.35
	TOTAL	1,12,621.01	1,35,532.94
*Value of Import/Indigenous Raw Material, please refer Note no. 42(i)			
22. PURCHASE OF TRADED GOODS			
Steel Product and Others		9,736.44	30,504.05
Agro		2,21,547.31	1,81,279.06
	TOTAL	2,31,283.75	2,11,783.11
23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Inventories (at close)			
Finished Goods		9,808.07	14,092.99
Scrap and Waste		440.78	337.14
Stock-in-Trade - Traded Goods		16,721.82	26,150.18
	TOTAL	26,970.67	40,580.31
Inventories (at commencement)			
Finished Goods		14,092.99	13,552.31
Scrap and Waste		337.14	326.69
Stock-in-Trade - Traded Goods		26,150.18	12,144.89
	TOTAL	40,580.31	26,023.89
Net Increase/(Decrease)		(13,609.64)	14,556.42
24. EMPLOYEE BENEFIT EXPENSES			
Salaries and Wages		4,715.71	4,468.93
Contribution to Provident and Other Funds		223.71	187.78
Staff Welfare Expenses		132.64	132.77
	TOTAL	5,072.06	4,789.47

Defined Contribution Plan :

Contribution to Defined Contribution Plan is recognised as expense for the year as under:

(₹ in Lacs)

	2016-17	2015-16
Employer's Contribution to Provident Fund & F.P.F.	132.79	174.41
Employee's Insurance	7.14	4.36

Defined Benefit Plan :

(a) A General description of the Employees Benefit Plan:

The Company has an obligation towards gratuity, a funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

(b) Details of Defined Benefit Plan : As per Actuarial valuation are as follows :

(₹ in Lacs)

		Gratuity (Funded) 2016-17	Leave Encashment (Unfunded) 2016-17	Gratuity (Funded) 2015-16	Leave Encashment (Unfunded) 2015-16
I.	Reconciliation of opening and closing balances of Defined Benefit Obligations				
	Defined Benefit Obligations at beginning of the year	741.60	252.81	734.61	327.43
	Current Service Cost	55.31	114.66	63.16	114.66
	Interest Cost	55.87	19.80	57.94	26.16
	Actuarial (gain)/loss	(8.40)	(179.78)	(95.30)	(215.44)
	Benefits paid	(56.18)	0.00	(18.81)	0.00
	Defined Benefit Obligations at end of the year	788.20	207.49	741.60	252.81
II.	Reconciliation of opening and closing balances of Fair value of Plan Assets				
	Fair value of Plan Assets at beginning of the year	720.08	0.00	681.74	0.00
	Expected Return on Plan Assets	54.76	0.00	55.74	0.00
	Actuarial Gain/(Loss)	(4.68)	0.00	5.15	0.00
	Adjustment to Opening Balance	0.00	0.00	(5.89)	0.00
	Employer contribution	2.38	0.00	2.15	0.00
	Benefits paid	(56.18)	0.00	(18.81)	0.00
	Fair value of Plan Assets at end of the year	716.36	0.00	720.08	0.00
	Total Acturial Gain/(Loss) recognised during the year	3.72	0.00	100.45	0.00

(₹ in Lacs)

		Gratuity (Funded) 2016-17	Leave Encashment (Unfunded) 2016-17	Gratuity (Funded) 2015-16	Leave Encashment (Unfunded) 2015-16
III.	Reconciliation of Fair Value of Assets and Obligations				
	Fair value of Plan Assets	716.36	0.00	720.08	0.00
	Present value of Obligation	788.19	(207.49)	741.60	(252.81)
	Amount recognised in Balance Sheet	(71.83)	(207.49)	(21.52)	(252.81)

Note : Present value of obligation is more than fair value of plan assets hence such excess amount ₹ 71.83 lacs (previous year ₹ 21.52 lacs) recognised as liabilty in balance sheet.

IV.	a) Expenses required to be recognised during the year as per actuarial certificate				
	Current Service Cost	55.31	114.66	63.16	114.66
	Interest Cost	55.87	19.80	57.94	26.16
	Expected Return on Plan Assets	(54.76)	0.00	(55.74)	0.00
	Actuarial (Gain)/Loss	(3.72)	(179.78)	(100.45)	(215.44)
	Net Cost	52.70	(45.32)	(35.09)	(74.62)

b) Expenses recognised during the year under the head "Employees Remuneration and Benefits"

In case of gratuity as per the actuarial certificate net cost required to recognised in the Profit and Loss Account is ₹ 52.70 Lacs (previous year ₹ (35.09) Lacs).

V.	Actuarial Assumptions				
	Mortality Table	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)
	Discount Rate (Per Annum)	7.31%	7.31%	7.83%	7.83%
	Expected Rate of Return on Plan Assets (Per Annum)	7.90%	7.90%	8.35%	8.35%
	Rate of Escalation in salary (Per Annum)	8.50%	8.50%	8.75%	8.75%
	Attrition Rate	0.07%	0.07%	2.00%	2.00%

VI.	The major categories of plan assets as a percentage of the total plan assets				
	Insurer Managed Funds		100%	100%	

Note : The details of investment made by the insurer is not readily available with the Company.

The estimates of Rate of Escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

As the investment is with the insurance company, list of investment is not available so expected return is assumed to be taken from benchmark rate available on government securities for the tenure of 15 years i.e. the average future service calculated individually.

(₹in Lacs)

	Year Ended 31.03.2017	Year Ended 31.03.2016
25. FINANCE COST		
Interest Expense on :		
Term Loan	207.36	477.50
Working Capital Loan including bill discounting charges	13,281.36	13,262.98
TOTAL	13,488.72	13,740.48
26. OTHER EXPENSES		
Consumption of Stores and Spare Parts*	1,167.10	1,312.85
Consumption of Packing Materials	1709.21	2,080.25
Power and Fuel	5,870.79	7,546.13
Rent including Lease Rentals	666.85	429.00
Repairs and Maintenance - Buildings	34.14	42.57
Repairs and Maintenance - Plant & Machinery	236.74	214.38
Repairs and Maintenance - Others	18.55	15.23
Insurance	104.42	156.06
Rates and Taxes	183.83	183.73
Water and Electricity Charges	49.17	38.05
Travelling and Conveyance Expenses	331.42	327.15
Expenses on Export	4,027.36	5,738.16
Postage, Telegram & Telephone Expenses	67.33	67.01
Freight & Cartage Outward	2,341.22	2,421.49
Other Selling Expenses	995.12	828.02
Advertisement & Publicity	105.07	133.11
Donations and Contributions	1.61	3.08
Legal & Professional Charges	374.45	239.78
Remuneration to Auditors		
- Statutory	7.00	6.30
- Tax Audit Fees	1.00	0.90
- Other Services	4.00	3.80
- Reimbursement of Expenses	2.05	1.53
Loss/(Profit) on Fixed Assets Sold / Scrapped / Written off	6.28	0.00
Provision for Doubtful Trade receivables	53.75	43.74
Corporate Social Responsibility (CSR) Activity	1.60	88.63
Miscellaneous Expenses	233.00	320.32
TOTAL	18,593.06	22,241.27

* Value of Import/Indigenous Stores & Spares Consumption, please refer Note no. 42(i)

27. Contingent Liabilities not provided for

(₹ in Lacs)

	2016-17	2015-16
a) Outstanding Bank Guarantees	403.07	685.42
b) Disputed Liabilities not acknowledged as debts	2,010.41	1,876.68
c) Estimated amount of contracts remaining to be executed on Capital Account (net of advance)	157.88	17.52
d) Corporate guarantee given on behalf of NSIL Exports Limited	7,465.00	7,465.00

28. During the year the Company has paid an amount of ₹ 12.00 Lacs as lease rent, charged to Profit & Loss Account (Previous Year ₹ 26.54 Lacs).

29. The Company is carrying on the Electrical Turnkey project. During the year total Contract Revenue recognised is ₹ 160.04 Lacs.

Disclosure under Accounting Standard-7 "Construction Contracts" (₹ in Lacs)

	2016-17
Contract revenue recognised as revenue in the period	160.04
Contract costs incurred	131.74
Recognised Profit	28.30
Advances received	0.00
Gross amount due from Customers for Contract work	6.29

30. Balances of debtors, creditors, deposits and advances are partly confirmed.

31. Segment Reporting :

a) Business Segments (₹ in Lacs)

Particulars	Manufacturing Segment	Trading Segment	Total 31.03.2017	Manufacturing Segment	Trading Segment	Total 31.03.2016
Segment Revenue	1,64,344.90	2,47,058.11	4,11,403.01	1,87,257.78	2,02,094.97	3,89,352.75
Less : Excise Duty	---	---	13,364.54	---	---	14,322.05
Net Segment Revenue	---	---	3,98,038.47	---	---	3,75,030.70
Unallocable Other Income	---	---	1,506.03	---	---	3,784.86
Segment Results	9,947.63	5,418.20	15,365.83	10,245.42	3,675.05	13,920.47
Less: Unallocable Expenses:						
Interest & Finance Charges	---	---	13,488.72	---	---	13,740.48
Other Unallocable Expenses	---	----	128.15	---	---	136.34
Profit/(Loss) before Tax	---	---	3,254.99	---	---	3,828.51
Less: Provision for :-						
Income Tax	---	---	764.03	---	---	956.78
Deferred Tax	---	---	429.39	---	---	57.44
Profit/(Loss) after Tax	---	---	2,061.57	---	---	2,814.29
Segment Assets	96,862.40	36,300.99	1,33,163.39	97,166.03	41,449.83	1,38,615.86
Unallocable Assets	---	---	297.42	---	---	407.56
Segment Liabilities	39,742.34	29,436.11	69,178.45	38,394.72	35,008.92	73,403.64
Unallocable Liabilities	---	---	1,014.19	---	---	1,013.08
Capital Expenditure	---	---	5,151.31	---	---	698.73
Segment Depreciation	---	---	1,621.27	---	---	1,456.20

(₹ in Lacs)

b) Geographical Segments

Particulars	31.03.2017	31.03.2016
Domestic Revenue	3,74,355.45	3,32,520.91
Export Revenue	37,047.56	56,831.84

32. Related party disclosures as per Accounting Standard - 18 are given below :-

Disclosure of related parties with whom transactions entered as per AS-18.

A. Relationships

a) Key Management Personnel and their relatives :

Mr. Santosh Shahra, Executive Chairman

Mrs. Usha Devi Shahra, wife of Executive Chairman

Mr. Vishesh Shahra, son of Executive Chairman

Mrs. Aditi Gowani, daughter of Executive Chairman

Kailash Chandra Shahra HUF

Santosh Shahra HUF

Mr. Nagalingam Goli, Managing Director (Appointed w.e.f. 1st April, 2016)

Mr. Mahesh Jain, CFO

Mr. Pankaj Gupta, Company Secretary

b) Other related parties :

NSIL Infotech Limited

Shahra Brothers Private Limited

NSIL Exports Limited

Shri Mahadeo Shahra Sukrat Trust

Samidha Foods Private Limited

B. Transactions carried out with related parties referred in 32-A above, in the ordinary course of business :

(₹ in Lacs)

	31.03.2017		31.03.2016	
	Related Parties		Related Parties	
Nature of Transactions	Referred in 32-A (a)	Referred in 32-A (b)	Referred in 32-A (a)	Referred in 32-A (b)
Purchases/Expenses	183.93	13,758.53	160.69	888.43
Remuneration	355.85	---	452.19	---
Sales	---	17,851.67	---	17,043.39
Corporate Guarantee given on behalf of NSIL Exports Limited	---	7,465.00	---	7,465.00

Note:

1. Sales includes sale of goods of ₹ 163.65 Cr. to NSIL Exports Limited, ₹ 14.81 Cr. to Samidha Foods Private Limited and ₹0.05 Cr. to Shree Mahadeo Shahra Sukrat Trust.
2. Purchase of ₹ 136.93 Cr. is from NSIL Exports Limited.
3. Expenses includes rent paid ₹ 0.51 Cr. to Samidha Foods Private Limited, ₹ 0.02 Cr. to Shahra Brothers Private Limited and ₹ 0.12 Cr. for Brokerage to NSIL Infotech Limited.
4. Remuneration includes amount of ₹1.91 Cr. paid to Mr. Santosh Shahra, ₹ 0.99 Cr. to Mr. Nagalingam Goli, ₹ 0.34 Cr. to Mr. Mahesh Jain and ₹ 0.32 Cr. to Mr. Pankaj Gupta.
5. Expenses includes rent paid ₹ 0.15 Cr. to Santosh Shahra HUF, ₹ 1.04 Cr. to Mrs. Usha Devi Shahra, ₹ 0.56 Cr. to Mr. Vishesh Shahra, ₹ 0.03 Cr. to Kailash Chandra Shahra HUF and ₹ 0.06 Cr. to Mrs. Aditi Gowani towards salary.

33. Earning Per Equity Share (EPS) computed in accordance with Accounting Standard 20:

(₹ in Lacs)

Particulars	31.03.2017	31.03.2016
Profit after Tax	2,061.57	2,814.29
Less : Dividend & Dividend Tax on Preference Share	264.84	264.84
Profit attributable to equity holders	1,796.73	2,549.45
Number of Equity Shares Issued	4,45,00,000	4,45,00,000
Basic / Diluted EPS (in ₹)	4.04	5.73

34. Managerial Remuneration

(₹ in Lacs)

Particulars		2016-17	2015-16
Salary		273.73	207.40
Allowances & Others		15.53	115.11
	TOTAL	289.26	322.51

(₹ in Lacs)

	As At 31.03.2017	As At 31.03.2016
35. (a) Major components of Deferred Tax		
Liabilities :		
Depreciation	3,663.42	3,219.24
Assets :		
Retirement benefits & other	(114.85)	(100.06)
Net Deferred Tax Liability	3,548.57	3,119.18
(b) Deferred Tax charge for the year		
Opening Deferred Tax Liability	3,119.18	3,061.74
Less : Closing Deferred Tax Liability	3,548.57	3,119.18
Deferred Tax charge for the year	429.39	57.44

36. The details of specified Bank Notes (SBN) held and transactzed during the period 08/11/2016 to 30/12/2016 as provided in the table below :-

(₹ in Lacs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	0.97	7.73	8.70
(+) Permitted receipts		45.12	45.12
(-) Amount deposited in Banks	0.97		0.97
(-) Permitted payments		41.41	41.41
Closing cash in hand as on 30.12.2016		11.44	11.44

37. The figures of previous year have been regrouped wherever necessary to confirm the current years classification.

38. Total MAT credit was available ₹ 83.24 Lacs out of which Company has recognised and utilised MAT credit of ₹ 12.29 Lacs to the extent of entitlement.

39. Financial and Derivative Instruments

(a) Forward Contracts entered by the Company :

Particulars	No. of Contracts	Amount in F.C.	Amount in INR
Covered against Import	70	USD 5,42,63,510	3,51,87,17,310
Covered against Export	9	USD 1,61,93,086	1,05,02,02,581

(b) Forward Currency exposure which are not hedged as at Balance Sheet date :

Currency	Payable	Receivable	Net
USD	26,73,122	21,76,903	4,96,219

40. Capital Work-in-Progress :

Expenses incurred towards ongoing projects under various capital assets are as under :

(₹ in Lacs)

Particulars	As at 31.03.2017	As at 31.03.2016
Building, Site Development Expenses, etc.	124.15	267.33
Plant and Machinery	287.60	4,081.96
Preoperative Expenses	0.00	196.07
TOTAL	411.75	4,545.36

41. Pre-operative Expenditure incurred during the year to the extent of ₹ 201.75 lacs on CCL-2 & Alu Zinc Projects have been capitalised on pro rata basis to Plant & Machinery and Buildings.

42. Value of Imported & Indigenous Raw Materials and Stores & Spares Consumed

(₹ in Lacs)

Particulars	Year ended 31.03.2017	%	Year ended 31.03.2016	%
i) Raw Materials :				
Imported	26,597.86	23.62	54,682.89	40.35
Indigenous	86,023.15	76.38	80,850.05	59.65
	1,12,621.01	100.00	1,35,532.94	100.00
ii) Stores & Spares :				
Imported	51.70	4.43	74.56	5.68
Indigenous	1,115.40	95.57	1,238.29	94.32
	1,167.10	100.00	1,312.85	100.00

(₹ in Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
A) Value of Import on CIF basis:		
i) Raw Materials	35,048.34	49,807.20
ii) Capital Goods and Consumables	174.28	2,075.18
iii) Traded Goods	46,773.37	63,893.84
B) Expenditure in Foreign Currency:		
i) Travelling Expenses	23.99	20.95
ii) Commission & Others	167.78	141.64
iii) Consumables	89.38	110.18
C) Remittance in Foreign Currency:		
Dividend	220.04	220.04
D) Earnings in Foreign Currency		
Export on F.O.B. Value	34,772.58	53,876.45

As per our report of even date attached

For Gupta Saharia & Co.
Chartered Accountants
FRN-103446W

CA Suresh Saharia
Partner
Membership No. 040180

Place : Indore
Dated : 22nd May, 2017

For and on behalf of the Board of Directors

Mahesh Jain
Chief Financial Officer

Santosh Shahra
Executive Chairman
DIN - 00305846

Pankaj Gupta
Company Secretary

Nagalingam Goli
Managing Director
DIN - 03317130

Place : Indore
Dated : 22nd May, 2017

NOTES

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Equity Shareholders (Members) of NATIONAL STEEL AND AGRO INDUSTRIES LIMITED will be held on Thursday, 21st September, 2017 at 12.00 Noon at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 (Maharashtra) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Board and Auditors thereon.

2. To appoint a Director in place of Mr. Nagalingam Goli (DIN: 03317130), who retires by rotation and being eligible, offers himself for reappointment.

3. To ratify appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty Second Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Gupta Saharia & Co., Chartered Accountants, Mumbai (FRN 103446W), as Statutory Auditors of the Company, for a term of five years i.e. till the conclusion of Thirty Third Annual General Meeting (AGM) approved by Members of the Company in Twenty Eighth AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Thirty Second AGM of the Company to be held in the year 2018, at such remuneration plus applicable tax and reimbursement of actual travel and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS :

4. To ratify and confirm payment of remuneration to M. Goyal & Co., Cost Accountants and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Board of Directors of the Company for payment of remuneration of ₹ 80,000/- (Rupees Eighty Thousand only) plus applicable tax and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2018, to M. Goyal & Co., Cost Accountants, for conducting Audit of cost records of the Company, be and is hereby ratified and confirmed.

5. Approval for issue of Equity Shares / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants) of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement ("QIP Issue"), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in this regard to consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and the applicable Rules made there under and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to and in accordance with the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999 as amended, and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI") and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Company, the approval of the Equity Shareholders of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, to eligible investors whether Indian or Foreign, including Foreign Institutions, Foreign Portfolio Investors, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds or otherwise, whether shareholders of the Company or not, equity shares of the Company with a face value of ₹ 10/- (Rupees Ten only) each (hereinafter referred to as "Equity Shares") / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants), which are convertible into or exchangeable with Equity Shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred as "QIP Securities"), by way of Qualified Institutions Placement ("QIP Issue"), to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations, through one or more placements, whether by way of private placement or otherwise so that the total amount raised through issue of the QIP Securities shall not exceed ₹ 60 Crores (Rupees Sixty Crores Only), as the Board may determine, where necessary in consultation with the lead manager(s) and / or underwriter(s) and / or financial and/ or legal advisors for such QIP Issue.

RESOLVED FURTHER THAT, the allotment of QIP Securities under QIP Issue shall be completed within 12 months from the date of the approval of the Equity Shareholders of the Company or such other time as may be permitted under the SEBI ICDR Regulations from time to time, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, the Board be and is hereby also authorized at its sole discretion to offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations in respect of QIP Issue.

RESOLVED FURTHER THAT, the QIP Issue shall be structured in a manner such that the additional Equity Shares that may be issued shall not be more than 25 % of the fully diluted emerging outstanding paid-up equity share capital of the Company post the QIP Issue.

RESOLVED FURTHER THAT, the Company do apply for listing of the new Equity Shares as may be issued with Stock Exchange(s).

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for Equity Shares or Convertible Securities shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares or Convertible Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities as referred above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.

RESOLVED FURTHER THAT, the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regards to the issue, offer and allotment of QIP Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/ charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Equity Shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of QIP

Securities the Board be and is hereby authorised on behalf of the Company to do all such act(s), deed(s), matter(s) and thing(s) as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deems fit.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of its powers herein conferred to Executive Committee of the Company or any one or more executives of the Company."

By Order of the Board of Directors

Place : Indore

Dated : 22nd May, 2017

Pankaj Gupta

Company Secretary

M. No. : FCS-9219

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (both days inclusive).

6. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, Sarthak Global Limited, 170/10, R.N.T. Marg, Film Colony, Indore – 452 001 (M.P.), quoting the Registered Folio Number details of change in Bank Account, Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address with PIN code number, if any.

   Members holding shares in electronic form are requested to intimate aforesaid changes, if any, to their respective Depository Participants only.

7. Members desirous of obtaining any specific information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days prior to the meeting so that the required information can be made available at the meeting.

8. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting venue.

9. Voting through electronic means :

   In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. For this

purpose, the Company has signed an agreement with CDSL for facilitating remote e- voting. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical or by e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. In case Members cast their vote by both physical and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical will be treated as invalid. Sarthak Global Limited ('Sarthak Global'), Registrar and Transfer Agents of the Company will be facilitating e-voting to enable the Members to cast their votes electronically.

The instructions for Members voting electronically are as under :

(i) The voting period begins on Monday, 18th September, 2017 (10:00 a.m. IST) and ends on Wednesday, 20th September, 2017 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. Thursday, 14th September, 2017 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

(ii) The Members should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Attendance Slip in the PAN field. ◆ In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	◆ Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. ◆ If both the details are not recorded with the depository or the Company please enter the User ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on Electronic Voting Sequence Number (EVSN) for "NATIONAL STEEL AND AGRO INDUSTRIES LIMITED". This will take you to the voting page.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Playstore. IPhone and Windows Phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Members & Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting @cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

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

10. The Company has appointed Mr. Ashish Garg, Practicing Company Secretary (Membership No.FCS 5181/CP 4423), as the Scrutiniser to scrutinise the e-voting process (including poll at Annual General Meeting) in a fair and transparent manner.

11. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit not later than three days of conclusion of the meeting a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or Managing Director or Company Secretary of the Company.

12. The results declared along with the Scrutiniser's Report shall be posted on the Company's website i.e. www.nsail.com and on website of Central Depository Services (India) Limited ("CDSL") i.e. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

13. Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail.

14. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting.

ANNEXURE TO NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

Item No. 4:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors (the Board) shall appoint an Individual, who is Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the Members.

On the recommendation of Audit Committee, the Board has considered and approved appointment of M. Goyal & Co., Cost Accountants (FRN 000051), Jaipur, for conducting of Cost Audit of the cost records maintained by the Company at a remuneration of ₹ 80,000/- (Rupees Eighty Thousand only) plus applicable tax and reimbursement of actual travel and out-of pocket expenses for the financial year ending 31st March, 2018.

Accordingly, consent of Members is sought for ratification of remuneration payable to Cost Auditor for the financial year ending 31st March, 2018.

None of the Directors or Key Managerial Personnel(s) of the Company or their relative(s) is / are, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends passing of the resolution as an Ordinary Resolution.

Item No. 5:

The Board of Directors is of the opinion that the Company requires additional funds to meet with the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions. Therefore, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of Equity Shares / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred as "QIP Securities"), as defined in the regulation.

Section 62(1)(c) of the Act provides, inter-alia, that such further QIP Securities may be offered to any persons whether or not such persons are existing holders of Equity Shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

Further, under regulation 82 of the SEBI ICDR Regulations it is necessary to obtain approval of Shar eholders through Special Resolution for issuing QIP Securities through QIP Issue. Accordingly, consent of the Shareholders is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions

of the Act, the SEBI ICDR Regulations and the SEBI Listing Regulations and such other approvals as may be necessary to issue and allot Securities as stated in the Special Resolution.

The Equity Shares issued pursuant to the QIP Issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

These QIP Securities will be allotted only to QIBs as per the SEBI ICDR Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the QIP Securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the lead managers to the QIP Issue.

As per Chapter VIII of the SEBI ICDR Regulations, an issue of QIP Securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date". The Board may, at its absolute discretion, issue Equity Shares at a discount of not more than 5 percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI ICDR Regulations, subject to Section 53 of the Companies Act, 2013. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. The Stock Exchange for the pricing purpose is the BSE Limited/National Stock Exchange of India Limited.

The above mentioned Special Resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The Special Resolution also seeks to give the Board the powers to issue QIP Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such QIBs as the Board in its absolute discretion deems fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

In connection with the proposed issue of QIP Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is proposed to authorize the Board/Committee of the Board (including certain officers of the Company) to negotiate, finalise and execute such documents and agreements as may be required and do all such act(s), deed(s) and thing(s) in this

regard for and on behalf of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot QIP Securities to the QIBs, who may or may not be the existing shareholders of the Company.

The Board of Directors recommends the resolution for approval of Equity Shareholders of the Company at Item No. 5 as a Special Resolution.

None of the Directors or Key Managerial Personnel(s) of the Company or their relative(s) is / are, in any way, concerned or interested in this resolution.

By Order of the Board of Directors

Place : Indore

Dated : 22nd May, 2017

Pankaj Gupta

Company Secretary

M. No. : FCS-9219

Route Map to the Venue of the AGM

M. C. Ghia Hall,
Bhogilal Hargovinda Building,
18/20, K. Dubhas Marg, Kalaghoda,
Fort, Mumbai - 400 001.

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED
Regd. Office: 621, Tulsiani Chambers, Nariman Point, Mumbai - 400021 (Maharashtra)
Telephone: +91-22-22886267, 22025098 Fax: +91-22-22025084,
Website: www.nsail.com, Email: nsail_indore@nsail.com, CIN : L27100MH1985PLC140379

FORM OF PROXY

Thirty First Annual General Meeting

21st September, 2017

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

CIN	:	L27100MH1985PLC140379
Name of the Company	:	National Steel and Agro Industries Limited
Registered Office	:	621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021 (Maharashtra)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Client ID *	
DP. ID No *	

I/We being the member(s) of the Company holding ..... shares hereby appoint;

1.	Name :	E-mail ID :
	Address :	Signature :
or falling him		
2.	Name :	E-mail ID :
	Address :	Signature :
or falling him		
3.	Name :	E-mail ID :
	Address :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting, to be held on Thursday, 21st September, 2017 at 12:00 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

National Steel & Agro Industries Ltd.

Resolution No.	Resolution(s)	Vote (Optional See Note 2)	
		For	Against
Ordinary Business			
1.	Receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2017 including the audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and the Report of Board and Auditors thereon.		
2.	Appointment of Mr. Nagalingam Goli, who retires by rotation.		
3.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
4.	Ratification and confirmation for payment of remuneration to M. Goyal & Co., Cost Accountants.		
5.	Approval for issue of Equity Shares/Warrants/non-convertible debt instruments along with warrants/any other convertible securities (other than warrants) of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement (QIP Issue), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Captial and Disclosure Requirements) Regulations, 2009.		

Signed this .....day of .....,2017.

Affix Revenue Stamp

Signature of Shareholder .....

Signature of Proxy/Holders .....

* Applicable to Members holding shares in electronic form.

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

NATIONAL

National Steel & Agro Industries Ltd

Certified ISO 9001 : 2008

Certified ISO 14001 : 2004

If Undelivered Please Return to :

SARTHAK GLOBAL LIMITED
170/10, R.N.T. Marg, Film Colony,
Indore - 452 001 (M.P.)
Phone : (0731) - 2523545, 2526388
Fax : (0731) - 2526388
E-mail : sgl@sarthakglobal.com

Arise : 98270-63937