

NOTICE

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

ORDINARY BUSINESS:

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

3. Ratification of appointment of the Statutory Auditors

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

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

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

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

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

NOTES:

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

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

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

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

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

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

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

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

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

- a. The voting period begins on Saturday, 26th August, 2017 (9:00 am) and ends on Monday, 28th August, 2017 (5:00 pm). During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Tuesday, 22nd August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Members who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
- c. The Members should log on to the e-voting website www.evotingindia.com
- d. Click on Shareholders
- e. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- f. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- g. Next enter the Image Verification as displayed and Click on Login.
- h. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- i. If you are a first time user follow the steps given below
For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
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 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

NOTE FOR NON – INDIVIDUAL MEMBERS AND CUSTODIANS

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

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

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

Date: 25th May, 2017
Place: Mumbai

Varun Shah
Company Secretary
Membership No: A28901

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ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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

Item 2:

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

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

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

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

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

Item 4 :

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

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

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

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

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