

# NATIONAL STANDARD (INDIA) LIMITED

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

Date: 1<sup>st</sup> October, 2015

Ref: CS /2015/A/169/<sup>(1)</sup>/<sub>10</sub>/652

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

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

Dear Sir/Madam,

**Sub: Proceedings of 52<sup>nd</sup> Annual General Meeting of the Company**

**Ref: Clause 31 (d) and 35A of the Listing Agreement**

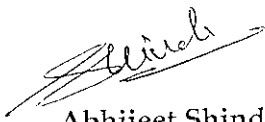
Pursuant to Clause 35A of the Listing Agreement, as amended from time to time, please find enclosed the details regarding the voting results, in respect of all the resolutions as set out in notice dated 28<sup>th</sup> August, 2015 convening the 52<sup>nd</sup> Annual General Meeting of the members held on 30<sup>th</sup> September, 2015 at 2.00 p.m. at Lodha Supremus, Ground Floor, Dr. E. Moses Road, Worli Naka, Worli, Mumbai - 400 018.

Also enclosed herewith the copy of Scrutinizer Report(s) for the e-voting process and ballot at the Annual General Meeting.

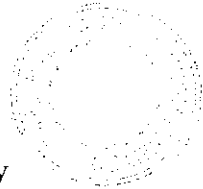
This disclosure may also be considered as compliance of Clause 31(d) of the Listing Agreement.

We request you to kindly take the same on your record.

For National Standard (India) Limited



Abhijeet Shinde  
Company Secretary



Encl: - As Above

# NATIONAL STANDARD (INDIA) LIMITED

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

Name of the Company: National Standard (India) Limited

Date of the AGM: Wednesday, 30<sup>th</sup> September, 2015 at 2.00 p.m.

Total number of shareholders as on record date/cut-off date for e-voting purpose: 1,032

No. of Shareholders present in the meeting either in person or through proxy: 17

Promoter and Promoter Group: 1

Public: 16

No. of Shareholders attended the meeting through Video- Conferencing: Nil

Promoter and Promoter Group: Not Applicable

Public: Not Applicable

## Details of Agenda:

Item No.	Description	Type of Resolution	Mode of voting	Remarks
1	Adoption of audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015, and the reports of the Board of Directors' and Auditors' thereon	Ordinary	Through e-voting	The resolution was passed with requisite majority
2	Re-appointment of Mr. Narinder Pal Singh (DIN: 00023160) as the Director, retiring by rotation	Ordinary		The resolution was passed with requisite majority
3	Ratification of the Appointment of Statutory Auditors and fixing their remuneration for the financial year 2015-16	Ordinary		The resolution was passed with requisite majority
4	Ratification of the remuneration of the Cost Auditor for the financial year ended 31 <sup>st</sup> March, 2015	Ordinary		The resolution was passed with requisite majority
5	Ratification the remuneration of the Cost Auditor for the financial year ending 31 <sup>st</sup> March, 2016	Ordinary		The resolution was passed with requisite majority
6	To approve related party transaction under Clause 49 of the Listing Agreement	Special		The resolution was passed with requisite majority

**Note:** For details of the said results pursuant to e-voting, and ballot at AGM, please refer annexure attached in the prescribed format.

1. Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, and the reports of the Board of Directors' and Auditors' thereon

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	1,47,88,099	100.00	1,47,88,099	0	100.00	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
Total	2,00,00,000	1,57,78,600	78.89	1,57,78,600	0	100.00	0

\* No. of votes polled includes voting through e-voting, and ballot at AGM

2. Re-appointment of Mr. Narinder Pal Singh (DIN: 00023160) as the Director, retiring by rotation

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	1,47,88,099	100.00	1,47,88,099	0	100.00	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
Total	2,00,00,000	1,57,78,600	78.89	1,57,78,600	0	100.00	0

\* No. of votes polled includes voting through e-voting, and ballot at AGM

3. Ratification of the Appointment of Statutory Auditors and fixing their remuneration for the financial year 2015-16

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	1,47,88,099	100.00	1,47,88,099	0	100.00	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
<b>Total</b>	<b>2,00,00,000</b>	<b>1,57,78,600</b>	<b>78.89</b>	<b>1,57,78,600</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* No. of votes polled includes voting through e-voting, and ballot at AGM

4. Ratification of the remuneration of the Cost Auditor for the financial year ended 31<sup>st</sup> March, 2015

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	1,47,88,099	100.00	1,47,88,099	0	100.00	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
<b>Total</b>	<b>2,00,00,000</b>	<b>1,57,78,600</b>	<b>78.89</b>	<b>1,57,78,600</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* No. of votes polled includes voting through e-voting, and ballot at AGM

5. Ratification the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2016

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	1,47,88,099	100.00	1,47,88,099	0	100.00	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
<b>Total</b>	<b>2,00,00,000</b>	<b>1,57,78,600</b>	<b>78.89</b>	<b>1,57,78,600</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* No. of votes polled includes voting through e-voting, and ballot at AGM

6. To approve related party transaction under Clause 49 of the Listing Agreement

Promoter / Public	No. of Shares Held	No. of votes polled*	% of votes Polled on Outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1,47,88,099	-	-	-	0	-	0
Public Institutional Holders	90	-	-	-	-	-	-
Public - Others	52,11,811	9,90,501	19.00	9,90,501	0	100.00	0
<b>Total</b>	<b>2,00,00,000</b>	<b>9,90,501</b>	<b>4.95</b>	<b>9,90,501</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

\* No. of votes polled includes voting through e-voting, and ballot at AGM

**NEHAL DOSHI**  
COMPANY SECRETARY

C-506, Parivartan CHS,  
Vallabh Baug Extn. Lane  
Ghatkopar (East)  
Mumbai - 400075.  
Tel. : 9821232094

**SCRUTINIZER'S REPORT ON E-VOTING AND POLL**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

To,  
**Ms. Smita Ghag**  
Chairperson of 52<sup>nd</sup> Annual General Meeting (AGM)  
**NATIONAL STANDARD (INDIA) LIMITED**

Dear Madam,

I, Nehal Doshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of National Standard (India) Limited for the purpose of scrutinizing the remote E- voting and Ballots undertaken at the venue of the 52<sup>nd</sup> AGM of National Standard (India) Limited held on 30<sup>th</sup> September, 2015 at 2.00 p.m. at Lodha Supremus, Ground Floor, Dr. E. Moses Road, Worli Naka, Worli, Mumbai - 400018 on the resolutions contained in the Notice convening the said AGM and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The compliance with the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and Ballot Papers at the AGM on the resolutions contained in the said Notice is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting to the Chairperson of National Standard (India) Limited on the resolutions based on the reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL), the agency appointed to provide E- voting facilities and the voting carried through poll process.

Further to above, I submit my report as under:

1. The remote E- voting commenced from Sunday, 27<sup>th</sup> September, 2015 (9.00 a.m.) and concluded on Tuesday, 29<sup>th</sup> September, 2015 (5.00 p.m.).
2. At the AGM, the Chairperson after the discussions on all matters included in the said Notice was over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through ballot at the AGM.
3. After the Chairperson announced the commencement of voting, one (1) ballot box was kept for polling and the same was locked in my presence.



4. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Vinay Sande and Mr. Pankaj Ramakant Pande, both are not in employment of the company). However, no votes were cast by way of ballot procedure..

Since the members had voted through the e-voting medium, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by CDSL.

5. The votes cast through Remote E-voting were unblocked in the presence of 2 witnesses, Mr. Vinay Sande and Mr. Pankaj Ramakant Pande who are not in the employment of the Company.
6. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Thursday, 24<sup>th</sup> September, 2015.

The consolidated result of the remote e-voting together with that of Ballot Papers at the venue of the AGM is as under:

**Item No. 1- As an Ordinary Resolution:**

**Consider and adopt audited financial statements, reports of the Board of Directors and Statutory Auditors**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	17	1,57,78,600	100%
Number of Members voted through Ballots	-	-	-
Total	17	1,57,78,600	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-



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**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	-	-
Number of Members voted through Ballots	-	-
Total	-	-

**Item No. 2: As an Ordinary Resolution:**

**Reappointment of Mr. Narinder Pal Singh DIN 00023160 as the Director, retiring by rotation.**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	17	1,57,78,600	100%
Number of Members voted through Ballots	-	-	-
Total	17	1,57,78,600	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-

**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	-	-
Number of Members voted through Ballots	-	-
Total	-	-





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**Item No. 3: As an Ordinary Resolution:**

**Ratifying the Appointment of Statutory Auditors and fixing their remuneration.**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	17	1,57,78,600	100%
Number of Members voted through Ballots	-	-	-
Total	17	1,57,78,600	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-

**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	-	-
Number of Members voted through Ballots	-	-
Total	-	-



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**Item No. 4: As an Ordinary Resolution:**

**Ratifying the remuneration of the Cost Auditor for the financial year ended 31st March, 2015.**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	17	1,57,78,600	100%
Number of Members voted through Ballots	-	-	-
Total	17	1,57,78,600	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-



**NEHAL DOSHI**  
COMPANY SECRETARY

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Mumbai - 400075.  
Tel. : 9821232094

**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	-	-
Number of Members voted through Ballots	-	-
Total	-	-

**Item No. 5: As an Ordinary Resolution:**

**Ratifying the remuneration of the Cost Auditor for the financial year ending 31st March, 2016.**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	17	1,57,78,600	100%
Number of Members voted through Ballots	-	-	-
Total	17	1,57,78,600	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-



**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	-	-
Number of Members voted through Ballots	-	-
Total	-	-

**Item No. 6: As a Special Resolution:**

**Approval of related party transaction under Clause 49 of the Listing Agreement.**

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voting	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	16	9,90,501	100%
Number of Members voted through Ballots	-	-	-
Total	16	9,90,501	100%

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voting	Number of votes cast against the resolution	% of total number of valid votes cast
Number of Members voted through remote e-voting	-	-	-
Number of Members voted through Ballots	-	-	-
Total	-	-	-



**NEHAL DOSHI**  
COMPANY SECRETARY

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Tel. : 9821232094

**(iii) Invalid votes:**

Mode of Voting	Number of members voting	Number of shares held
Number of Members voted through remote e-voting	1	1,47,88,099
Number of Members voted through Ballots	-	-
Total	1	1,47,88,099

Thanking you,  
Yours faithfully,

*Nehal C. Doshi*

Nehal Doshi, ACS 21304  
Practicing Company Secretary  
Scrutinizer for Remote E-voting

Place: Mumbai  
Date: 30<sup>th</sup> September 2015

Countersigned by:



Mrs. Smita Ghag  
Chairperson of 52<sup>nd</sup> AGM