

NOTICE

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

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors' and Auditors' thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Ms. Smita Ghag (DIN 02447362), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Smita Ghag (DIN 02447362), who retires by rotation at this Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

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

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

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

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

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

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

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

5. **Appointment of Mr. Umashankar Hegde (DIN 06797098) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force),

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

**6. Appointment of Mr. Bhushan Shah (DIN 07484485) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Bhushan Shah (DIN: 07484485), who was appointed as an Additional Director w.e.f July 6, 2016 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, alongwith the deposit of Rs.1 lakh, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto July 5, 2021, not liable to retire by rotation.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 read alongwith the Companies(Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Maninder Singh Chhabra (DIN No: 02630680), who was appointed as an Additional Director on February 3, 2016, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 alongwith deposit of Rs.1 Lakh,proposing his candidature as Director, be and is hereby appointed as the Director of the Company, whose office shall be liable to retire by rotation.”

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

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

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

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

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

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

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

## NATIONAL STANDARD (INDIA) LIMITED

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

## NATIONAL STANDARD (INDIA) LIMITED

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

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

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

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

**Place: Mumbai**

**Registered Office:**

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

CIN: L27109MH1962PLC265959

Telephone No. : +9122-23024400

Fax No. : +9122-23024550

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

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

**Notes:**

- 1) **A member entitled to attend and vote at the 53<sup>rd</sup> Annual General Meeting (“the Meeting”) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate Board resolution / authority, as applicable.**
- 2) **A person can act as a proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.**
- 3) Corporate member(s) intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution(s) authorising their representative to attend and vote on their behalf at the Meeting.
- 4) Every member entitled to vote at the Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 5) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) This Notice is also being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
- 7) Members/ proxies/ authorised representative should fill the attendance slip for attending the Meeting and bring their attendance slips along with their copy of the Annual Report at the Meeting.
- 8) In case of the joint holders attending the Meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
- 9) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting in order to facilitate identification of membership at the Meeting.
- 10) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of

## NATIONAL STANDARD (INDIA) LIMITED

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: [rita@cbmsl.com](mailto:rita@cbmsl.com) enclosing their original share certificate to enable them to consolidate the holdings into one folio.

- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, 24<sup>th</sup> September, 2016 to Thursday, 29<sup>th</sup> September, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Meeting.
- 13) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays between 11.00 A.M. and 1.00 P.M. upto and including the date of AGM. The said documents will also be available for inspection at the Meeting.
- 14) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby request the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the CB Management Services (P) Limited, the Registrar and Transfer Agent of the Company. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
- 15) Physical copy of the Notice of the Meeting, Annual Report, Proxy Form and attendance slip are being sent to all the members of the Company whose address are registered with the Company or with the Depository Participant(s) or with CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 16) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrar and Transfer Agent, CB Management Services (P) Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's Registrar and Transfer Agent, CB Management Services (P) Limited.
- 17) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CB Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
- 18) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the Management to keep the information ready.
- 19) Members holding shares of the Company as on Friday, 23<sup>rd</sup> September, 2016, shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off should treat this notice for information purpose only.
- 20) In terms of Section 152 of the Act, Ms. Smita Ghag, retire by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company recommend her re-appointment.  
  
The additional information in respect of re-appointment of Ms. Smita Ghag as Director, liable to retire by rotation, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided as Annexure 1 to the Explanatory Statement.
- 21) Ms. Smita Ghag is interested in Ordinary Resolution as set out at Item No. 2 of the Notice with respect to her re-appointment. The relatives of Ms. Smita Ghag may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the

Ordinary Resolution set out under Item No. 2.

- 22) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to such e-voting are provided as follows:
- 1) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries, the Company is pleased to provide members a facility to exercise their right to vote on the business proposed to be transacted at the Annual General Meeting (**AGM**) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("**remote e-voting**") will be provided by Central Depository Services (India) Limited (**CDSL**).
  - 2) The facility for voting through ballot form shall be made available at the AGM premises and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
  - 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - 4) Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e., Friday, 23<sup>rd</sup> September, 2016 may obtain their login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
  - 5) The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date, Friday, 23<sup>rd</sup> September, 2016.
  - 6) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - 7) The remote e-voting period commences on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5:00 pm). During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
  - 8) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
  - 9) A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot process to be done at the AGM. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.
  - 10) The Company has appointed Ms. Payal Purohit, Practising Company Secretary, as the scrutinizer (the '**Scrutinizer**') for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
  - 11) The Chairperson shall, at the AGM, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "**Ballot Form**" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - 12) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report on the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.
  - 13) The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.nsil.net](http://www.nsil.net) and on the website of the CDSL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results will also be immediately forwarded to the stock exchanges (BSE Limited and The Calcutta Stock Exchange Limited).

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

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

- 15) The voting period begins on Monday, 26<sup>th</sup> September, 2016 (9:00 am) and ends on Wednesday, 28<sup>th</sup> September, 2016 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- a. Members who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.
  - b. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - c. Click on Shareholders.
  - d. 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,
  - e. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - f. Next enter the Image Verification as displayed and Click on Login.
  - g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - h. 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)
- 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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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



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

**ITEM NO. 3**

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

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

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

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

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

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

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

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

**ITEM NO. 4**

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

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

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

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

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

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

**ITEM NO.5**

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

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

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

Mr. Umashankar Hegde is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Umashankar Hegde that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Umashankar Hegde as an Independent Director for a term of 5 years effective from October 28, 2015 till October 27, 2020.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Umashankar Hegde, the Board of Directors of the Company has formed an opinion that Mr. Umashankar Hegde meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets the requirements of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is independent of the management and possesses appropriate skills, experience and knowledge and accordingly the board has proposed his appointment as an Independent Director of the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Umashankar Hegde, is available for inspection, without any fee, by the members at the Company's registered office and corporate office on all working days, excluding Saturday, Sunday and public holidays between 11.00 A.M. and 1.00 P.M. upto and including the date of the AGM.

The additional information in respect of appointment of Mr. Umashankar Hegde as Independent Director pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided as Annexure 1 to the Explanatory Statement.

Except Mr. Umashankar K. Hegde and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

The Board recommends the resolution set forth in Item No. 5 of the notice for approval of the members.

**ITEM NO.6**

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

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

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

Mr. Bhushan Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Bhushan Shah that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Bhushan Shah as an Independent Director for a term of 5 years effective from July 6, 2016 till July 5, 2021.

Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declaration submitted by Mr. Bhushan Shah, the Board of Directors of the Company has formed an opinion that Mr. Bhushan Shah meets with the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets the requirements of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that he is independent of the management and possesses appropriate skills, experience and knowledge and

## NATIONAL STANDARD (INDIA) LIMITED

---

accordingly the board has proposed his appointment as an Independent Director of the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Bhushan Shah, is available for inspection, without any fee, by the members at the Company's registered office and corporate office on all working days, excluding Saturday, Sunday and public holidays between 11.00 A.M. and 1.00 P.M. upto and including the date of the AGM.

The additional information in respect of appointment of Mr. Bhushan Shah as an Independent Director pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided in Annexure 1 to the Explanatory Statement.

Except Mr. Bhushan Shah and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

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

### **ITEM NO.7**

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

Mr. Maninder Singh Chhabra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

The additional information in respect of appointment of Mr. Maninder Singh Chhabra as Director pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided in Annexure 1 to the Explanatory Statement.

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

Except Mr. Maninder Singh Chhabra and his relatives, none of the other Directors /Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

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

### **ITEM NO.8**

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

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

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

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

### **ITEM NO.9**

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

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

## NATIONAL STANDARD (INDIA) LIMITED

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

## NATIONAL STANDARD (INDIA) LIMITED

---

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

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

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

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

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

**Place: Mumbai**

**Registered Office:**

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

CIN: L27109MH1962PLC265959

Telephone No. : +9122-23024400

Fax No. : +9122-23024550

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

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

**NATIONAL STANDARD (INDIA) LIMITED**

**Annexure I**

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

## NATIONAL STANDARD (INDIA) LIMITED

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

DETAILS OF THE VENUE OF THE ANNUAL GENERAL MEETING

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

