

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF NATIONAL STANDARD (INDIA) LIMITED RECOMMENDING THE SCHEME OF MERGER BY ABSORPTION OF ROSELABS FINANCE LIMITED ('FIRST TRANSFEROR COMPANY'), NATIONAL STANDARD (INDIA) LIMITED ('SECOND TRANSFEROR COMPANY' OR 'THE COMPANY'), SANATHNAGAR ENTERPRISES LIMITED ('THIRD TRANSFEROR COMPANY') WITH MACROTECH DEVELOPERS LIMITED ('TRANSFEEE COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS (SCHEME)

Members Present:

1. Mr. Prakash Vaghela - Chairman
2. Mr. Ritika Bhalla - Member
3. Mr. Vinod Shah - Member
4. Ms. Bhushan Shah - Member

Meeting of the Committee of Independent Directors of National Standard (India) Limited was held on Tuesday, July 30, 2024, to consider and recommend the proposed Scheme of Merger by Absorption of Roselabs Finance Limited ('First Transferor Company'), National Standard (India) Limited ('Second Transferor Company'), Sanathnagar Enterprises Limited ('Third Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

The Equity shares of the Company are listed on BSE Limited ("BSE") and Calcutta Stock Exchange ("CSE") accordingly the Company will be filing the Scheme along with necessary information/documents with BSE Limited.

This report of the Independent Directors Committee is made in order to comply with the requirements of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and other circulars, if any, issued by SEBI, applicable to scheme of mergers and amendments thereto ("SEBI Circulars"), where the ID committee after taking into consideration the Draft Scheme of Amalgamation is required *inter alia* to confirm that the scheme is not detrimental to the shareholders of the Company.

The following documents were placed before the Committee:

- Draft of the Scheme of Merger by Absorption;
- Valuation Report dated July 30, 2024 Ms. Drushti Desai, Registered Valuer and Partner at Bansi S. Mehta Valuers LLP, IBBI Registration No IBBI/RV/06/2019/10666 ("Valuers");
- Fairness Opinion dated July 30, 2024 with regard to the above-mentioned Valuation Report by Fedex Securities Private Limited, Category I SEBI Registered Merchant Banker;
- Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular

The objects/ rationale of the proposed Scheme is as under:

- a. Streamlining, rationalization and simplification of the group holding structure by way of reduction in the number of entities, resulting in ease of management for the Transferee Company.
- b. Reduction in overheads including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs.

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- c. Reduction in the multiplicity of legal and regulatory compliances at present carried out separately by the Transferor Companies and the Transferee Company and promote organizational efficiencies with the achievement of greater economies of scale.
- d. Free up management bandwidth, especially of senior management, towards more productive and value generating activities.
- e. As the Company neither has any ongoing projects nor is any further business opportunity envisaged, the proposed Scheme of merger with the Transferee Company would be in the best interest of the Company and its shareholders.
- f. Public shareholders of the Company will receive shares in the Transferee Company which is one of the biggest real estate developers in India

1. The Appointed date of the Scheme is July 1, 2024.
2. The Independent Directors reviewed the Valuation Report and noted the recommendations made therein. The Valuation report states the Share Entitlement Ratio to be:

For equity shareholders of Roselabs Finance Limited (First Transferor Company)

"7 (Seven) fully paid up equity shares of Rs. 10/- each of Transferee Company for every 1000 (Thousand) fully paid up equity share of Rs.10/- each held in First Transferor Company"

For equity shareholders of National Standard (India) Limited (Second Transferor Company)

"92 (Ninety-two) fully paid up equity shares of Rs. 10/- each of Transferee Company for every 1000 (Thousand) fully paid up equity share of Rs.10/- each held in Second Transferor Company"

For equity shareholders of Sanathnagar Enterprises Limited (Third Transferor Company)

"7 (Seven) fully paid up equity shares of Rs. 10/- each of Transferee Company for every 1000 (Thousand) fully paid up equity share of Rs. 10/- each held in Third Transferor Company"

3. Further, the Fairness Opinion confirmed that the Share Entitlement Ratio in the Valuation Report is fair to the shareholders of the Company.
4. Further, MSKA & Associates, Chartered Accountants, Statutory Auditors of the Company have certified and confirmed that the accounting treatment as specified in the Scheme are in accordance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013.
5. **Impact of the Scheme on shareholders**


The Transferee Company shall issue equity shares to the shareholders of the Company based on the Share Exchange Ratio as mentioned above.

Therefore, in our view, the Scheme shall not be detrimental to the interest of the shareholders of the Company.

6. Recommendation of the Independent Directors

In light of the aforesaid, Independent Directors after due deliberations and due consideration of the impact of the Scheme on the shareholders and other specific points mentioned above, recommends the draft Scheme for favourable consideration by the Board of Directors of the Company, the BSE and other appropriate authorities.

By and order of the Committee of Independent Directors,
For and behalf of National Standard (India) Limited



Prakash Vaghela
Chairman, Committee of Independent Directors

DIN: 09668373
Place: Mumbai
Date: August 02, 2024