

NATIONAL STANDARD (INDIA) LIMITED

**Annual Report
2013 - 2014**

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BOARD OF DIRECTORS

Mr. Sagar Dhaku Gawde	Chairman and Independent Director
Mr. Santosh Kumar Ojha	Independent Director
Ms. Smita Satish Ghag	Non Independent Director
Mr. Deepak Balvant Chitnis	Non Independent Director
Mr. Narinder Pal Singh	Non Independent Director
Mr. Ananthanarayanan Ariyanayakipuram Lakshminarayanan	Non Independent Director

CHIEF EXECUTIVE OFFICER

Mr. Pinkesh Shah

CHIEF FINANCIAL OFFICER

Mr. Rameshchandra Chechani

COMPANY SECRETARY

Mr. Abhijeet Shinde

REGISTERED OFFICE

Room No 6, 4th Floor, Commerce House,
2A, Ganesh Chandra Avenue,
Kolkata 700013, West Bengal.

AUDITORS

M/s. Shanker and Kapani
Chartered Accountants
N.T.C. House, 2nd Floor,
Narottam Morarjee Marg,
Ballard Estate, Mumbai - 400 038

BANKERS

HDFC Bank
Kotak Mahindra Bank

SHARE TRANSFER AGENT

CB Management Services (P) Limited
P-22, Bondel Road, Kolkata-700 019

NOTICE

Notice is hereby given that the Fifty First Annual General Meeting of the Members of National Standard (India) Limited (L27109WB1962PLC025605) will be held on 17th September, 2014 at 1.00 P.M. at the Registered Office* of the Company at Room No# 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata 700013, West Bengal to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the year ended March 31, 2014, including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ananthanarayanan Ariyanayakupuram Lakshminarayanan, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), M/s. Shanker and Kapani, Chartered Accountants, Mumbai, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 117761W, retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 6th consecutive Annual General Meeting of the Company, subject to ratification by the members of the Company at every annual general meeting, on such remuneration as shall be decided by the Board of Directors or any Committee thereof”.

Special Business:

4. Appointment of Mr. Deepak Balvant Chitnis, as Director, liable to retire by rotation

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 160 and Section 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. Deepak Balvant Chitnis (DIN: 06711033), who was appointed as an Additional Director of the Company on 24th April, 2014, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, 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 a Director of the Company, liable to retire by rotation.”

5. Appointment of Ms. Smita Satish Ghag, as Director, liable to retire by rotation

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 160 and Section 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), Ms. Smita Satish Ghag (DIN: 02447362), who was appointed as an Additional Director of the Company on 24th April, 2014, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Santosh Kumar Ojha, as an Independent Director, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, 160, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered by the Company with the Stock Exchange (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Santosh Kumar Ojha (DIN 02494357), a non-executive Director of the Company, who was appointed as an additional director of the Company on 19th December, 2013,

who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of Companies Act, 2013 and who is eligible for appointment, 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 of the Company to hold office up to 16th September, 2019, not liable to retire by rotation.”

7. Appointment of Mr. Sagar Dhaku Gawde, as an Independent Director, not liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read alongwith Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered by the Company with the Stock Exchange (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), Mr. Sagar Dhaku Gawde (DIN 02082205), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of Companies Act, 2013 and who is eligible for appointment, 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 of the Company to hold office up to 16th September, 2019, not liable to retire by rotation.”

8. Authority to borrow under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, and further subject to approval of such authority(ies) as may be required in this regard, consent of the members be and is hereby granted to the Board of Directors of the Company (which term shall include any Committee constituted/ to be 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 borrow such sum or sums of money from time to time, at their discretion, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency borrowing) may exceed, at any time, the aggregated of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid up capital of the Company and its free reserves shall not at any time exceed Rs 2500 Crores (Rupees Two Thousand Five Hundred Crores only) and that the Board of Directors, as defined above, be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, thinks fit;

RESOLVED FURTHER THAT the Board of Directors, as defined above, of the Company be and is hereby authorised to do all other acts, deeds, matters and things as may be necessary and requisite for and in relation to give effect to aforesaid resolution on behalf of the Company;

RESOLVED FURTHER THAT the Board of Directors, as defined above, be and is hereby authorized to 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, to give effect to the aforesaid resolution.”

9. Authority to create security under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, and further subject to approval of such authority(ies) as may be required in this regard, consent of the members be and is hereby granted to the Board of Directors of the Company (which term shall include any Committee constituted/ to be 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 mortgage, charge, hypothecate, lien, pledge or otherwise create an encumbrance on the Company’s assets and properties both present and future, whether movable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit) and work-in-progress of the Company, in addition to the mortgages /charges etc. already created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors, as defined above, may determine and

consider suitable from time to time, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate Company(ies) or any other company, by way of loans/any other types of borrowings, raised /to be raised, from time to time, subject to the limits of borrowing as approved by the members of the Company from time to time under Section 180(1)(c) of the Companies Act, 2013, together with the interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, remuneration of the Agent(s)/Trustees, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of the said loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors, as defined above, and the Lender(s)/ Agent(s) and Trustee(s);

RESOLVED FURTHER THAT the Board of Directors of the Company, as defined above, be and is hereby authorised on behalf of the Company to do all other acts, deeds, matters and things as may be necessary and requisite for and in relation to give effect to aforesaid resolution;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to 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, to give effect to the aforesaid resolution."

10. Investments in Securities

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, if any, including any statutory modification(s)/ amendment(s)/ revision(s)/ re-enactment thereof (hereinafter referred to as 'the Act') and/or any other law, as may be applicable, and/or any other approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee constituted/to be 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 invest/acquire the securities of any body corporate or any other person by way of subscription/purchase or otherwise, upto a sum of Rs. 1,000 Crores, at any point of time, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/ will exceed the limits laid down by the Act;

RESOLVED FURTHER THAT the Board, as defined above, be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

11. To adopt new Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company or person authorized by the Board be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. Contract or arrangement with Related parties

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) and re-enactment thereof, for the time being in force), amendment to Clause 49 of the Equity Listing Agreement as proposed by the Securities and Exchange Board of India, the consent of the Members 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 to/ agreed by the Board:

- (i) To avail/provide loan(s) or enter into any other related party transactions from /to /with Jawala Real Estate Pvt. Ltd., a related party upto an amount of Rs. 500 Crores outstanding at any point of time
- (ii) To avail/provide loan(s) or enter into any other related party transactions from /to /with Lodha Developers Pvt. Ltd., a related party upto an amount of Rs. 100 Crores outstanding at any point of time
- (iii) To avail/provide loan(s) or enter into any other related party transactions from /to /with Ajitnath Hi- Tech Builders Pvt. Ltd., a related party upto an amount of Rs. 500 Crores outstanding at any point of time
- (iv) To avail/provide loan(s) or enter into any other related party transactions from /to /with Lodha Buildcon Pvt. Ltd., a related party upto an amount of Rs. 500 Crores outstanding at any point of time
- (v) To enter into contract or arrangement for purchase/sale of materials or enter into any other related party transactions with Cowtown Land Development Pvt. Ltd., a related party upto an amount of Rs. 50 Crores outstanding at any point of time
- (vi) To avail/provide loan(s) and to enter into contract or arrangement for share of common corporate expenses or enter into any other related party transactions with Lodha Crown Buildmart Pvt. Ltd., a related party upto an amount of Rs. 165 Crores outstanding at any point of time (Rupees One Hundred Sixty Five Crores only)
- (vii) To enter into contract or arrangement for availing infrastructure facility services or enter into any other related party transactions with Nabhiraja Software Design Pvt. Ltd. ('NSDPL'), a related party upto an amount of Rs. 50 Crores outstanding at any point of time (Rupees Fifty Crores only)
- (viii) Various related party transactions with other related parties of the Company provided aggregate amount of the transaction with abovementioned companies and other related parties do not exceed the amount of Rs. 2500 Crores outstanding at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as may be necessary and requisite for and in relation to give effect to aforesaid resolution;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to 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, to give effect to the aforesaid resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 11th August, 2014

Abhijeet Shinde
Company Secretary

Registered Office:
Room No#6, 4th Floor, Commerce House 2A,
Ganesh Chandra Avenue,
Kolkata 700013, West Bengal
E-mail: Investors.NSIL@lodhagroup.com

* The Company has filed a petition with the Hon'ble Regional Director, Kolkata ('RD') for shifting its registered office from State of West Bengal to the State of Maharashtra. The Company is awaiting approval from the RD in this regard. In case, process of shifting of registered office gets completed prior to 17th September, 2014, date of Annual General Meeting ('AGM'); AGM will be held in Mumbai in the State of Maharashtra. Immediately upon completion of process of shifting of registered office, the Company will give necessary intimation to BSE Limited and Calcutta Stock Exchange Limited. In addition, the Company will intimate the same in public notice for E-voting facility and Book closure date. If notice is already published before shifting, the Company will again publish notice for shifting of the Registered office and place of Annual General meeting in the same newspaper in which public notice for book closure and E-voting was published.

Notes:

- 1) **A Member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint one or more Proxy to attend and vote on a poll instead of himself/herself and the Proxy need not be a Member of the Company. A person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the Registered office not less than forty-eight hours before the time for commencement of the Meeting.**
- 2) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3) Brief profile of the Directors, proposed to be appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange are provided in this Annual Report.
- 4) Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
- 5) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting. Register of Members and Transfer Books of the Company will remain closed from 14th September, 2014 to 17th September, 2014 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
- 6) Members holding shares in identical orders of names in more than one folio are requested to write to the Company's Registrar and Share Transfer Agent, C B Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019, enclosing their original share certificates to enable them to consolidate the holdings into one folio.
- 7) As per the provisions of the Companies Act, 2013, the members of the Company are allowed to nominate any person to whom the share(s) shall be transmitted in the event of Member's death. The Members are advised to contact the Company's Share Transfer Agent, C B Management Services (P) Limited, to avail this facility.
- 8) Register of Director(s) /Key Managerial Personnel(s) and their shareholding, Register of Contracts in which Directors are interested will be available for inspection by the Members at the Meeting.
- 9) Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 10) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a 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 Ids 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 members who have not updated their Email Ids to update the same with their respective Depository Participant(s) or the C B Management Services (P) Limited, Registrar and Transfer Agent (R & T) of the Company. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Company quoting their folio number(s).
- 11) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 18th August, 2014, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Further, in order to facilitate members who don't have facility to cast their vote electronically, the company is providing ballot form, to enable such members to cast their vote. The detailed instruction along with the ballot forms is being provided along with this Notice. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company. Details of the process and manner of e-voting along with the User ID and Password are being sent to all the Members along with the Notice.
- 12) The E-voting period begins on 12th September, 2014 at 9.00 a.m. and ends on 13th September, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th August, 2014, may cast their vote electronically. The E-voting module shall be disabled 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.

- 13) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means/ballot form, upon poll being demanded, in the larger interest of the Members, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have already exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- 14) Mr. Sidharth Baid, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 15) The Scrutinizer will within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 16) The Results will be declared on or after the AGM of the Company. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company within two (2) days of passing of the resolutions at the AGM of the Company and will be communicated to the BSE Limited and Calcutta Stock Exchange Limited.

Instruction for e-voting

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant National Standard (India) Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) The voting period begins on 12th September, 2014 at 9.00 a.m. and ends on 13th September, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) 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.

Explanatory Statements under section 102(1) of the Companies Act, 2013

ITEM NO. 4

Mr. Deepak Balvant Chitnis was appointed as an Additional Director on the Board of the Company effective from 24th April, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds his office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing, from a Member of the Company under the provisions of Section 160 of the Companies Act, 2013, along with the deposit of Rs.1,00,000 proposing the candidature of Mr. Deepak Balvant Chitnis as Director of the Company.

Mr. Deepak Balvant Chitnis has been associated with organizations like Ratan J. Batliboi Architects - Design Consultancy & Oberoi Constructions Pvt. Ltd., a Real Estate firm. He has total 18 years of diverse experience in the field of Design across industries including the real estate industry. Deepak holds a B. Arch. from Sir J. J. College of Architecture.

Mr. Deepak Balvant Chitnis holds directorship in Arihant Premises Private Limited, Shreeniwas Cotton Mills Limited and he is also holding position of Manager in Sanathnagar Enterprises Limited as on 24th April, 2014. Mr. Deepak Balvant Chitnis does not hold any shares in the Company as on 24th April, 2014.

The Board commends the Resolution as set out at Item No. 4 of the Notice for your approval.

Save and except Mr. Deepak Balvant Chitnis, none of the Directors, Key Managerial Personnel or their relatives thereof is, in any way, concerned or interested in the above resolution.