

NATIONAL STANDARD (INDIA) LIMITED

56th ANNUAL REPORT FINANCIAL YEAR 2018-19

IN VIEW OF GREEN INITIATIVES INITIATED BY THE GOVT. OF INDIA, MINISTRY OF CORPORATE AFFAIRS, WE REQUEST YOU TO REGISTER YOUR EMAIL ID WITH THE REGISTRAR AND SHARE TRANSFER AGENT, IF YOU ARE HOLDING SHARES IN PHYSICAL MODE AND WITH YOUR DEPOSITORY PARTICIPANT, IF YOU ARE HOLDING SHARES IN DEMATERIALISED FORM.

SEBI HAS MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALISED FORM W.E.F. APRIL 1, 2019. ACCORDINGLY THE COMPANY / ITS RTA HAS STOPPED ACCEPTING ANY FRESH LODGEMENT OF TRANSFER OF SHARES IN PHYSICAL FORM. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE ADVISED TO AVAIL OF THE FACILITY OF DEMATERIALISATION.

NATIONAL STANDARD (INDIA)LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Smita Ghag	Chairperson, Non-Executive Director
Mr. Bhushan Shah	Independent Director
Mr. Prakash Vaghela	Independent Director
Mr. K L Arimpur	Non executive Director

KEY MANAGERIAL PERSONNEL

Mr. Chirag Sarvaiya	Chief Executive Officer
Mr. Rameshchandra Chechani	Chief Financial Officer
Ms. Madhur Mittal	Company Secretary & Compliance Officer

STATUTORY AUDITORS

MSKA & Associates, Chartered Accountants (F.K.A. MZSK & Associates)

REGISTERED OFFICE

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400 001
Tel.: +91.22. 23024400 Fax: +91.22.23024550
Website: www.nsil.net.in
E-mail: investors.nsil@lodhagroup.com

CORPORATE OFFICE

Lodha Excelus, 10th floor,
Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi, Mumbai 400 011
Tel.: +91.22. 61334400 Fax: +91.22.2302 4420

REGISTRAR & TRANSFER AGENT

C B Management Services Private Limited
P-22, Bondel Road, Kolkata – 700 019
Telephone: 033- 4011- 6728
Fax: 033- 4011- 6739
E – Mail: rta@cbmsl.com

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NATIONAL STANDARD (INDIA)LIMITED

NOTICE

Notice is hereby given that the 56th Annual General Meeting of the Members of National Standard (India) Limited will be held on Tuesday, September 24, 2019, at 1.00 p.m. at 8th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai-400011 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with 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, 2019 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 and is eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To approve appointment and Continuation of Directorship of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Non – Executive Director.

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

"RESOLVED THAT pursuant to regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and section 160 and other relevant provisions 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. Kurian Lonappen Arimpur (DIN: 08265692), age 75, who was appointed as an Additional Director at the Meeting of the Board of Directors of the Company held on November 12, 2018 and who holds office up to the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

Date: May 23, 2019
Place: Mumbai

Madhur Mittal
Company Secretary
Membership No: A47976

Registered Office:

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort,
Mumbai-400001
CIN: L27109MH1962PLC265959
Telephone No. : 022 23024400 Fax No. : +91.22.23024550
Website: www.nsil.net.in
Email: Investors.nsil@lodhagroup.com

NOTES:

- 1) A member entitled to attend and vote at the 56th 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 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 (R&T agent), Tel No.: +91 33 4011 6278, email ID: rta@cbmsl.com enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 11) The Register of Members and Share Transfer Books of the Company would remain closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations.
- 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

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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) 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 R&T Agent 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 R&T Agent.
- 16) 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 R&T Agent of the Company.
- 17) 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.
- 18) Members holding shares of the Company as on Tuesday, September 17, 2019 (cut-off date), shall be entitled to vote at the Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 29) In terms of Section 152 of the Act, Ms. Smita Ghag, retires 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 has recommended her re-appointment.
- 20) 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 the Ordinary Business 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:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries, the Company is pleased to provide members a facility to exercise their right to vote on the business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b. The facility for voting through ballot form shall be made available at the AGM premises and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e., Tuesday, September 17, 2019 may obtain their login ID and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- e. The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date Tuesday, September 17, 2019.
- f. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Tuesday, September 17, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. The remote e-voting period commences on Friday, September 20, 2019 (9:00 am) and ends on Monday, September 23, 2019 (5:00 pm). During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 17, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.

- h. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- i. A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot process to be done at the AGM. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.
- j. The Company has appointed Shravan A Gupta & Associates, Practising Company Secretary (PCS No. 9990), as the scrutinizer (the 'Scrutinizer') for scrutizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
- k. The Chairperson shall, at the AGM, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Form" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report on the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall counter sign the same and declare the result of the voting forthwith.

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- m. The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www. nsil. net.in](http://www.nsil.net.in) and on the website of the NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results will also be immediately forwarded to the stock exchanges (BSE Limited and The Calcutta Stock Exchange Limited).
- n. The information and instructions including details of User ID and Password relating to such e-voting are provided in the E-voting Instructions Letter (annexed separately) which forms part of the notice.

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

Date: May 23, 2019
Place: Mumbai

Madhur Mittal
Company Secretary
Membership No: A47976

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statement annexed to the notice pursuant to section 102(1) of the Companies Act, 2013 in respect of the business mentioned in the notice of the 56th Annual General Meeting of the Company

Item 3: Appointment of Mr. Kurian Lonappen Arimpur (DIN 08265692) as a Director

The Board of Directors had appointed Mr. Kurian Lonappen Arimpur, as an Additional Director (non-executive) w.e.f. November 12, 2018 on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company. Pursuant to Section 160 of the Companies Act, 2013 and Regulations 17(1) of the Listing Regulations, Nomination and Remuneration Committee has recommended his appointment as director at the ensuing annual general meeting, liable to retire by rotation. Further pursuant to the requirements of regulation 17 (1), to appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years, requires the approval of members by special resolution.

Mr. Kurian Lonappen Arimpur, aged 75, is a Graduate, has over 40 years industrial experience, in area of Commercial as well marketing field. He has rich exposure to the local property and IT Park related projects. Considering his rich experience in the real estate sector, it is proposed to re- appoint Mr. Kurian Arimpur, as a Non- Executive Non-Independent Director of the Company and to continue his directorship in the Company.

The Board recommends the Special Resolution at Item No.3 of the accompanying Notice for the approval by the Members of the Company.

Other than Mr. Kurian Lonappen Arimpur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out at item no. 3 of the Notice.

Additional information in respect of appointment of Mr. Kurian Lonappen Arimpur 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 to the Explanatory Statement.

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

Madhur Mittal
Company Secretary
Membership No: A47976

Date: May 23, 2019
Place: Mumbai

Registered Office:

412, Floor- 4, 17G Vardhaman Chamber,
Cawasji Patel Road, Horniman Circle, Fort,
Mumbai-400001
CIN: L27109MH1962PLC265959
Telephone No. : 022 2302 4400 Fax No. : +91.22.23024550
Website: www.nsil.net.in
Email: Investors.nsil@lodhagroup.com

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Annexure

The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain disclosures with respect to re-appointment of Ms. Smita Ghag (DIN: 02447362) and Mr. Kurian Lonappen Arimpur (DIN: 08265692) as the Directors of the Company who are proposed to be appointed at this Annual General Meeting, which is mentioned below:

Name of the Director / Manager	Smita Ghag (DIN: 02447362)	Mr. Kurian Lonappen Arimpur (DIN: 08265692)
Date of Birth/Age	April 4, 1978, 41 years	September 11, 1944, 75 years
Qualification	B.L.I.Sc. in Library, Information and Documentation science	Graduate
Experience	16 years of diverse experience in the field of Documentation across industries including the real estate industry	Over 40 years industrial experience, in area of Commercial as well marketing field. He has rich exposure to the local property and IT Park related projects.
Terms & Conditions of appointment	She is a non-executive non-independent Director and her terms are as per the provisions of Companies Act, 2013.	He is a Non- Executive Director and his terms are as per the provisions of Companies Act, 2013.
Remuneration last drawn & Sought to be paid	Nil	Nil
Date of Appointment on the Board	April 24, 2014	November 12, 2018
Directorships held in other companies as on March 31, 2019	1. Palava Institute of Advanced Skill Training 2. Palava Dwellers Private Limited 3. Cowtown Infotech Services Private Limited 4. Arihant Premises Private Limited 5. Kora Constructions Private Limited 6. MMR Social Housing Private Limited 7. Kidderpore Holdings Limited	N.A.
Memberships of committees across companies (includes only Audit & Stakeholders Relationship Committee) as on March 31, 2019*	None	None
Shareholding in the Company (Equity)	NIL	NIL
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None
Number of Board meetings attended during the year 2018-19	4	1

* Excluding the Committees of the Company.