

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY SECOND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NATIONAL STANDARD (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, 30th SEPTEMBER 2015, AT 2.00 P.M. AT LODHA SUPREMUS, GROUND FLOOR, DR. E. MOSES ROAD, WORLI NAKA, WORLI, MUMBAI - 400 018 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 31st March, 2015 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Narinder Pal Singh (DIN 00023160), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

3. **To ratify the appointment and fixing of the remuneration of the Statutory Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 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) thereto or re-enactment thereof, for the time being in force), the appointment of M/s. Shanker and Kapani, Chartered Accountants, Mumbai, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 117761W, as the Statutory Auditors of the Company for a term of 5 (Five) years i.e. till the 56th Annual General Meeting (AGM) of the Company, which was subject to ratification by the members of the Company at every AGM, be and is hereby ratified to hold the office from the conclusion of the 52nd AGM till the conclusion of the 53rd AGM of the Company to be held for the financial year 2015-16, on such remuneration as shall be decided by the Board of Directors."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of Rs.1,75,000/- (Rupees One Lakh and Seventy Five Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, Mr. Dushyant C. Dave, Cost Accountant (Registration No. 100990), appointed by the Board of Directors of the Company on 24th September, 2014, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2015, be and is hereby ratified."

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the aggregate remuneration of Rs.1,75,000/- (Rupees One Lakh and Seventy Five Thousand only) excluding out of pocket expenses and taxes, payable to the Cost Auditor, Mr. Dushyant C. Dave, Cost Accountant (Registration No. 100990), appointed by the Board of Directors of the Company on 14th August, 2015, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 be and is hereby ratified."

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

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('the Rules') including any statutory modification(s) or any amendment(s) thereto or any substitution or any re-enactment thereof for the time being in force, pursuant to the provisions of Clause 49 (VII) of the Listing Agreement executed with the stock exchanges and also pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for the following arrangements/ transactions (including transfer of resource, service or obligation) to be entered into by the Company for the financial year 2015-16 and for every financial year thereafter as may be deemed fit by the Board of Directors of the Company:

Name of the related party	Name of the director or key managerial personnel who is related	Nature of relationship	Particulars of the contract or arrangement	Monetary value per financial year Rs. (In Crores)	Nature of transaction / Arrangement	Material terms, and particulars of the contract or arrangement
Lodha Developers Pvt. Ltd.	-	Holding Company	Sharing/ reimbursement of expenses	30	Availing or rendering of any services,	The terms of the contract/ arrangement shall be in the best interest of the Company; at arm's length and in the ordinary course of business as may be considered appropriate during the respective terms of the contract.
Nabhiraja Software Design Pvt. Ltd.	-	Fellow Subsidiary	Sharing/ reimbursement of expenses	40	directly or through appointment of agent	
Cowtown Land Development Pvt. Ltd.	-	Fellow Subsidiary	Purchase/ sale of goods and materials	30	Sale, Purchase, supply of goods or materials directly or through appointment of agent	

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to the aforesaid resolution, in the best interest of the Company.”

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

Abhijeet Shinde
Company Secretary
Membership No: A33077

Date: 28th August, 2015
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
Email: investors.nsil@lodhagroup.com

Notes:

- 1) **A member entitled to attend and vote at the 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 upto and 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) 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.
- 6) 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.
- 7) 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.
- 8) 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, Tel No.: +91 33 40116700/22806692/94/2486, email ID: rta@cbmsl.com enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 9) The Register of Members and Share Transfer Books of the Company would remain closed from Friday, 25th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 10) 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.
- 11) The relevant details of the Director seeking re-appointment are annexed to the Notice of the Meeting.
- 12) 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 aforesaid documents will also be available for inspection at the Meeting.
- 13) 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 ensure 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).

- 14) 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 Transfer Agent of the Company.
- 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 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.
- 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 CB Management Services (P) Limited, the Registrar and Transfer 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 Thursday, 24th September, 2015, 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.

E-VOTING

- 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 Clause 35B of the Listing Agreement, 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. Thursday, 24th September, 2015, may obtain their login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting than 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, Thursday, 24th September, 2015.
- 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. Thursday, 24th September, 2015 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 Sunday, 27th September, 2015 (9:00 am) and ends on Tuesday, 29th September, 2015 (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. Thursday, 24th September, 2015, 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. Nehal Doshi, Practising Company Secretary, 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.
- 11) The Chairman 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 Chairman or a person authorized by him 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.in and on the website of the CDSL immediately after the declaration of result by the Chairman or a person authorized by him 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 Sunday, 27th September, 2015 (9:00 am) and ends on Tuesday, 29th September, 2015 (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, Thursday, 24th September, 2015 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
 - 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 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) <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 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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF THE BUSINESS MENTIONED IN THE NOTICE OF THE FIFTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY

Item 2

The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Clause 49 of the Listing Agreement requires certain disclosures with respect to re-appointment of Mr. Narinder Pal Singh (DIN: 00023160) as the Director of the Company who is liable to retire by rotation at this Annual General Meeting, which is mentioned below:

Date of Birth	4 th January, 1946
Age	69 years
Qualifications	Degree in Commerce, Law and Management from Delhi University
Experience	Mr. Narinder Pal Singh has held senior positions in large Industrial Group in the Country
Terms & conditions of the appointment	As per the provisions of Companies Act, 2013
Remuneration last drawn & sought to be paid	Nil
Date of Appointment on the Board	11 th October, 2002
Directorships held in other Companies as on 31st March, 2015	Adamas Trading Private Limited Avaya Holding And Trading Private Limited Bakelite Coatings & Paint Private Limited Bakelite Hylam Limited BLK Trading Private Limited Ezra Trading And Finance Co Ltd Heritage Surface Textures Private Limited (<i>formerly known as Mountain Holding And Trading Private Limited</i>) Shriram Automative Products Limited Strawberry Trading Private Limited Bakelite Properties Private Limited Mountain Dew Properties Ltd Mystic Woods Holdings And Trading Private Limited National Standard Tyre Moulds (India) Limited Shilpa Medicare Limited
Chairmanship/Membership of the Committees of the Board of the other Companies (includes only Audit & Stakeholders Relationship Committee) as on 31st March, 2015	1. Bakelite Hylam Limited: • Stakeholders Relationship Committee - Member 2. National Standard Tyre Moulds (India) Limited • Stakeholders Relationship Committee - Member 3. Shriram Automative Products Limited • Audit Committee – Member
Shareholding in the Company (Equity)	22,50,180 Equity Shares
Relationship with other Directors/ Manager/Key Managerial Personnel	None
Number of Board meetings attended during the year	1

The Company has received the necessary consent and disclosures from Mr. Narinder Pal Singh in terms of the provisions of the Companies Act, 2013.

The re-appointment of Mr. Narinder Pal Singh is placed for the approval of the members based on the recommendation of the Nomination and Remuneration Committee.

The Board recommends the Item 2 of the Notice for your approval.

None of the Directors, other Key Managerial Personnel and relatives thereof except Mr. Narinder Pal Singh are in any way, concerned or interested financially or otherwise in the above resolution.

Item 4 & 5

The Board of Directors at its Meeting held on 24th September, 2014 i.e. subsequent to the last AGM appointed Mr. Dushyant .C. Dave, Cost Accountant (Registration No: 100990), as the Cost Auditor of the Company for auditing the cost records maintained for the construction activity undertaken by the Company, for the financial year ended 31st March, 2015, at a remuneration amounting to Rs. 1,75,000 /- (Rupees One Lakh and Seventy Five Thousand only) excluding out of pocket expenses and taxes, if any.

Further, the Board of Directors at its Meeting held on 14th August, 2015 appointed Mr. Dushyant C. Dave, Cost Accountant (Registration No: 100990), as the Cost Auditor of the Company for auditing the cost records maintained for the construction activity undertaken by the Company, for the financial year ending on March 31, 2016, at a remuneration amounting upto Rs. 1,75,000 /- (Rupees One Lakh and Seventy Five Thousand only) excluding out of pocket expenses and taxes, if any.

In terms of the provisions of Section 148 of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, the consent of the members is sought on the Ordinary Resolution as set out in Item 4 & Item 5 of the Notice.

The remuneration to be paid to the Cost Auditor of the Company is placed for the ratification by the members based on the recommendation of the Audit Committee.

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

The Board recommends the Ordinary Resolution as set out in Item 4 & 5 of the Notice for your approval.

Item 6

Pursuant to the Equity Listing Agreement entered into with the stock exchange(s) and the Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 read with Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 issued by SEBI, 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 Clause 49 of the Equity Listing Agreement, 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.

Name of the related party	Name of the director or key managerial personnel who is related	Nature of relationship	Particulars of the contract or arrangement	Monetary value per financial year (Rs. In Crores)	Nature of transaction / Arrangement	Material terms, and particulars of the contract or arrangement
Lodha Developers Pvt. Ltd	-	Holding Company	Sharing/ reimbursement of expenses	30	Availing or rendering of any services, directly or through appointment of agent	The terms of the contract/ arrangement shall be in the best interest of the Company; at arm's length and in the ordinary course of business as may be considered appropriate during the respective terms of the contract.
Nabhiraja Software Design Pvt. Ltd.	-	Fellow Subsidiary	Sharing/ reimbursement of expenses	40		
Cowtown Land Development Pvt. Ltd.	-	Fellow Subsidiary	Purchase/ sale of goods and materials	30		

The Board of Directors recommends the resolution in Item 6 of the accompanying notice for approval by the members as a Special Resolution.

NATIONAL STANDARD (INDIA) LIMITED

None of the Board of Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item 6. Mr. Mahesh Thakur, Chief Executive Officer of the Company is also a Director of Cowtown Land Development Pvt. Ltd.

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

Date: 28th August, 2015
Place: Mumbai

Abhijeet Shinde
Company Secretary
Membership No: A33077

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

Email: investors.nsil@lodhagroup.com

DETAILS OF THE VENUE OF THE ANNUAL GENERAL MEETING

Address: Lodha Supremus, Ground Floor, Dr. E. Moses Road, Worli Naka, Worli, Mumbai-400 018.

Landmark: Behind Konark Empress

