

NALWA SONS INVESTMENTS LIMITED

Regd. Office: 28, Najafgarh Road,
Moti Nagar Industrial Area,
Delhi 110 015, INDIA
CIN: L65993DL1970PLC146414

NSIL/SD/CorpGovReport/2015/
October 13, 2015

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Fax No. : (022) 66418125-26
e-mail: cmist@nse.co.in, hsurati@nse.co.in

Kind Attn. Listing Section

Sub.: Corporate Governance Report for the quarter ended 30th September, 2015

Dear Sir,

Pursuant to Clause 49 of the Listing Agreement relating to corporate governance, we are forwarding herewith compliance report on corporate governance for the quarter ended 30th September, 2015.

You are requested to please take the same on record.

Thanking you,

Yours faithfully
for **Nalwa Sons Investments Limited**



(Bhartendu Harit)
Company Secretary

Encl. As above

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Nalwa Sons Investments Limited

Quarter ended on : 30th September, 2015


Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	Total Strength of the Board is-6 (including one woman director) No. of Independent Directors-5 No. of Non Independent Directors -1
(B) Independent Directors	49 (IIB)	Yes	Total No. of Independent Directors-5
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	<ul style="list-style-type: none"> ➤ Apart from receiving sitting fees, independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associate companies. ➤ No Commission has been paid during the quarter ended 30.9.2015. ➤ No Stock Options have been granted to any of the Directors during the quarter ended 30.9.2015
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is in Place
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in Place
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	<ul style="list-style-type: none"> ➤ Total Strength of the Committee is 3 and all are Independent Directors including Chairman. ➤ All the members of the Audit Committee are financially literate and also have financial management expertise.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee meets every quarter to approve the accounts.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant experience.

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(D) Role of Audit Committee	49 (IIID)	Yes	In line with the stipulation mentioned above.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit Committee review all the information as per the guidelines.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Total Strength of the Committee is 3 and all are Independent Directors including Chairman.
V. Subsidiary Companies	49 (V)	Yes	--
VI. Risk Management	49 (VI)	Yes	--
VII. Related Party Transactions	49 (VII)	Yes	--
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions during the period.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable Accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	--
(D) Management	49 (VIII D)	Yes	--
(E) Shareholders	49 (VIII E)	Yes	All necessary information is uploaded in the Company's website as required.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	No such proceed is generated during the quarter ended 30.9.2015.
IX. CEO/CFO Certification	49 (IX)	Yes	--
X. Report on Corporate Governance	49 (X)	Yes	--
XI. Compliance	49 (XI)	Yes	--

for Nalwa Sons Investments Limited



(Bhartendu Harit)
Company Secretary