

NALWA SONS INVESTMENTS LIMITED

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

April 13, 2017

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
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3719, 2039, 2272 2061
corp.relations@bseindia.com
Security Code No.: 532256

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
022 -2659 8237, 8238, 8347, 8348
cmilist@nse.co.in

Security Code No. : NSIL

Dear Sirs/Madam,

Sub: Compliance of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed following reports:

- i) Compliance Report on Corporate Governance for the quarter ending on March 31, 2017.
- ii) Compliance Report on Corporate Governance for the whole of Financial Year 2016-17.

We request you to note the same and acknowledge the receipt of this letter.

Thanking You.

Yours Faithfully,
For **Nalwa Sons Investments Limited**


(Raghav Sharma)
Company Secretary

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Listed Entity	Nalwa Sons Investments Limited								
Quarter Ending	March 31, 2017								
1.	Composition of Board of Directors								
Sr. No.	Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term // (cessation)	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr.	Suresh Jindal	ABCPJ2931J 07541893	Executive-Non Independent	01/07/2016	NA	-- (Refer Regulation 25 (1) of Listing Regulations)	-- (Refer Regulation 26(1) of Listing Regulations)	-- (Refer regulation 26(1) of Listing Regulations)
2	Mr.	Rajinder Parkash Jindal	AAVPJ9552B 00004594	Independent-Non Executive	29/09/2014	30 months	1	1	1

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3	Mr.	Ram Gopal Garg	ABCPG8373M 00004517	Independent- Non Executive	29/09/2014	30 months	1	1	1
4	Mr.	Rakesh Kumar Garg	ABKPG0293N 00038580	Independent- Non Executive	29/09/2014	30 months	1	2	--
5	Mr.	Shailesh Goyal	ALHPG8755E 03547239	Independent- Non Executive	25/03/2015	24 months	1	3	--
6	Ms.	Vaishali Deshmukh	AJFPD1329R 07133868	Independent- Non Executive	25/03/2015	24 months	1	--	--

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* To be filed only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.

Sl. No.	Composition of Committees		Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Audit Committee		Mr. Rajinder Parkash Jindal Mr. Ram Gopal Garg Mr. Rakesh Kumar Garg	Chairperson, Independent Member, Independent Member, Independent
2	Nomination and Remuneration Committee		Mr. Ram Gopal Garg Mr. Rajinder Parkash Jindal Mr. Rakesh Kumar Garg	Chairperson, Independent Member, Independent Member, Independent
3	Stakeholders Relationship Committee		Mr. Ram Gopal Garg Mr. Rajinder Parkash Jindal Mr. Rakesh Kumar Garg	Chairperson, Independent Member, Independent Member, Independent
4	Risk Management Committee (if applicable)		Not applicable	Not applicable

III. Meeting of Board of Directors	
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
Monday, November 14, 2016	Tuesday February 14, 2017
	Maximum gap between any two consecutive meetings in number of days
	91 days

IV. Meeting of Committees					
Name of Committee	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee	Tuesday February 14, 2017	Yes 3/3	Monday, November 14, 2016	91	
Nomination and Remuneration Committee	-	-	-	--	
Stakeholders Relationship Committee	Tuesday February 14, 2017	Yes 3/3	Monday, November 14, 2016	NA	

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
If status is "No" details of non-compliance: NA	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. This report will be placed in the ensuing Board Meeting. Any comments/observations/advice of Board of Directors may be mentioned here.

For Nalwa Sons Investments Limited


(Ragbav Sharma)

Company Secretary

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
(FOR THE WHOLE OF FINANCIAL YEAR 2016-17)**

[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)	Web-link
Sr. No.	Item		
1	Details of business	Yes	http://nalwasons.com/pdf/About%20Us%20Nalwa.pdf
2	Terms and conditions of appointment of independent directors	Yes	http://nalwasons.com/pdf/Terms%20&%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf
3	Composition of various committees of board of directors	Yes	http://nalwasons.com/pdf/Board%20Committees.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	http://nalwasons.com/pdf/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management%20(1).pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://nalwasons.com/pdf/Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	http://nalwasons.com/pdf/Criteria%20for%20making%20payment%20to%20Independent%20and%20non%20Executive%20Directors.pdf
7	Policy on dealing with related party transactions	Yes	http://nalwasons.com/pdf/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes	http://nalwasons.com/pdf/Policy%20for%20determining%20material%20subsidiaries-%20NSIL.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	http://nalwasons.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20NSIL.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://nalwasons.com/pdf/Contact%20us.pdf
11	Email address for grievance redressal and other relevant details	Yes	http://nalwasons.com/pdf/Contact%20us.pdf
12	Financial results	Yes	www.nalwasons.com
13	Shareholding pattern	Yes	www.nalwasons.com
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15	New name and the old name of the listed entity	NA	NA

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes

27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note			
*	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
*	If status is "No" details of non-compliance may be given here. If the Listed Entity would like to provide any other information the same may be indicated here.		

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes

For Nalwa Sons Investments Limited


(Raghav Sharma)
Company Secretary