NALWA SONS INVESTMENTS LIMITED

Regd. Office: 28, Najafgarh Road,

Moti Nagar Industrial Area,

Delhi – 110 015. India

CIN:

L65993DL1970PLC146414

September 04, 2017

BSE Ltd. Corporate Relationship Department. 1st Floor, New Trading Ring, Rotunda Building, P J Towers. Dalal Street, Fort, Mumbai - 400 001 # 022 - 2272 3121, 2037, 2041. 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 cmlist@nse.co.in

Security Code No.: NSIL

Dear Sir(s),

Sub.: Notice of Annual General Meeting (AGM)

This is to inform you that the Forty-Sixth AGM of the Company is scheduled to be held on Thursday, September 28, 2017 at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi - 110026 at 3:30 p.m.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEB! (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members remote e-voting facility, which would enable the shareholders to cast their vote electronically.

A person whose name is recorded in the Register of Members / Register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 21, 2017 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM by way of ballot paper.

The remote e-voting period will commence on Monday, 25th September, 2017 from 9.00 a.m. (IST) and ends on Wednesday, 27th September, 2017 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The Transfer Books of the Company will remain closed from September 19, 2017 to September 20, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.

Further, we are enclosing herewith copy of Notice of AGM for seeking members' consent for matters as set out in the Notice dated August 23, 2017.

You are requested to kindly take the above information on record.

Nesin

Thanking You.

Yours Faithfully,

For Nalwa Sons Investments Limited

(Raghav Sharma) Company Secretary

Encl: A/a

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi - 110 066. Branch Office: O.P. Jindal Marg, Hisar-125 005, Phone: +91 1662 222471, Fax: +91 1662 220476 W: www.nalwasons.com E: investorcare@nalwasons.com

Nalwa Sons Investments Limited

Regd. Office: 28 Najafgarh Road, Moti Nagar Industrial Area, New Delhi - 110 015 Phone No.: (011) 45021854, 45021812 Fax No.: (011) 25928118, 45021982 Email Id.: investorcare@nalwasons.com Website: www.nalwasons.com Branch Office: O.P. Jindal Marg, Hisar- 125005, Haryana

CIN: L65993DL1970PLC146414

Notice is hereby given that the Forty Sixth Annual General Meeting of the Shareholders of Nalwa Sons Investments Limited will be held on Thursday, the 28th day of September, 2017 at 3:30 P.M. at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi - 110 026 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Suresh Jindal (DIN: 07541893), who retires from office by rotation and being eligible, offers himself for re-appointment.
- To appoint M/s Doogar & Associates, Chartered Accountants, 13, Community Centre, East of Kailash, New Delhi 110 065, Firm Registration No. 000561N, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company subject to ratification by the members of the Company at every Annual General Meeting and on such remuneration as may be fixed by the Board of Directors of the Company and in this regard, 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 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 Doogar & Associates, Chartered Accountants, 13, Community Centre, East of Kailash, New Delhi - 110 065, Firm Registration No. 000561N, be and are hereby appointed as Statutory Auditors of the Company, from the conclusion of 46th Annual General Meeting till the conclusion of 51st Annual General Meeting, subject to the ratification by the members at every Annual General Meeting, on such remuneration as shall be decided by the Board of Directors in consultation with auditors."

By order of the Board

Registered Office:

28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi - 110 015.

For Nalwa Sons Investments Limited

August 23, 2017

(Raghav Sharma) Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company.

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of 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.

- 2. A blank proxy form is sent herewith.
- The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
- The relevant details of Director seeking re-appointment under Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is annexed.
- The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2017 to September 20, 2017 (both days inclusive) for annual closing.
- The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.nalwasons.com
- 7. Documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the Registered Office of the Company on all working days up to the date of Annual General Meeting between 11:00 AM and 1:00 PM.
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare@nalwasons.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.nalwasons.com. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 27, 2017 (5.00 p.m.). Ballot forms received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through E-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting through Ballot shall be treated as invalid.
- 10. The board of directors has appointed Mr. Surinder Vashishtha of M/s. Surinder Vashishtha & Associates, Practicing Company Secretaries (Membership No. A21285) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- 11. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

- 12. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- 13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 14. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 15. For the convenience of the members the route map of the venue of the meeting is depicted at the end of the Annual Report.
- 16. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 17. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
- 18. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

Explanatory Statement

ITEM NO. 3

Your Company had appointed M/s N.C. Aggarwal & Co., Chartered Accountants (Firm Registration No. 003273N), as Statutory Auditors of the Company for the Financial Year ended 2014-17 to hold office until the conclusion of this Annual General Meeting (AGM). In terms of Section 139 and the rules made thereunder, any Audit Firm which has been functioning as an Auditor in the same company for 10 years or more, can be re-appointed only for period of 3 consecutive years. Furthermore, the said section states that a company shall appoint an individual or firm as an auditor who shall hold office for a term of five consecutive years. Pursuant to the above, the term of office of M/s N.C. Aggarwal & Co. will expire at the ensuing AGM, therefore a new Audit Firm has to be appointed for a term of 5 years beginning from the conclusion of this AGM till the conclusion of the 51st AGM, subject to ratification by the members at every AGM. Hence, it is proposed to appoint M/s Doogar & Associates, Chartered Accountants, 13, Community Centre, East of Kailash, New Delhi - 110 065, Firm Registration No. 000561N, as the Statutory Auditor of the Company at the ensuing AGM till the conclusion of the 51st AGM, subject to ratification by the members at every annual general meeting. None of the Directors/Managers/Key Managerial Personnel or relatives of any of the Directors/Managers/Key Managerial Personnel of your Company are in any way concerned or interested in the resolution set out in the Item no. 3. Your Directors recommend the resolution set out in Item no. 3 for your approval as an ordinary resolution.

Details of Director seeking re-appointment at the Annual General Meeting to be held on Thursday, the 28th day of September, 2017

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Brief Profile of Mr. Suresh Jindal:

Name of the Director	Mr. Suresh Jindal
DIN	07541893
Date of Birth / Age	15/08/1959; 58 Years
Date of first Appointment	01/07/2016
Qualification / Experience	Graduate; 30 Years
Expertise in specific functional area	Management, Administration and Legal
Directorship in other Indian Public Limited Companies	Nil
Chairman/Membership of Committees in other Indian Public Limited Companies (C=Chairman; M= Member)	Nil
No. of shares held in the Company	Nil
Relationship with other Directors, Managers or KMP	NA
Number of meetings of Board attended during the year*	4
Last Remuneration drawn and Remuneration proposed to be paid and Terms and conditions of appointment	Last Remuneration drawn by him in FY 16-17 was Rs.12.88 Lakhs. As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. www.nalwasons.com

^{*}Mr Suresh Jindal was appointed as an Whole-time Director w.e.f. July 01, 2016.

By order of the Board

Company Secretary

Registered Office:

28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi - 110 015.

August 23, 2017

(Raghav Sharma)

For Nalwa Sons Investments Limited

FOR ATTENTION OF SHAREHOLDERS

- Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialized form.
- As per provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form No. SH-13 prescribed by the Government from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
- The Company's equity shares are compulsorily traded in dematerialized form by all investors. To eliminate all risks associated with physical shares and for ease of portfolio management, shareholders are requested to get the shares dematerialized in their own interest. Members can contact the Company or Company's RTA for assistance in this regard.
- The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.
- The Company has an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
- Members having old share certificates of Jindal Strips Limited and members having share certificates of erstwhile Jindal Ferro Alloys Limited are hereby requested to surrender their share certificates to Link Intime India Private Limited 44, Community Center, II Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi- 110028, to enable it to issue new share certificates.
- Members should quote their email addresses, telephone / fax numbers, folio number, to get a prompt reply to their communications.
- In pursuance of the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached. The annual accounts and other related documents of the subsidiaries will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to the Company Secretary at Registered Office of the Company to obtain the copy of the annual accounts of the subsidiary companies.

The annual accounts of the Subsidiary Companies would be open and accessible for inspection by the shareholders at Registered Office of the Company and Registered Office of the Subsidiary Companies on any working day except holidays till the date of the Annual General Meeting between 11:00 a.m. and 1:00 p.m.

Information and other instructions relating to E-voting are as under:-

Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the Forty-Sixth Annual General Meeting. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has appointed Mr. Surinder Vashishtha of M/s Surinder Vashishtha & Associates, Practising Company Secretary (COP No. 12313) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on September 21, 2017.

The instructions for shareholders voting electronically are as under:

- The voting period begins on September 25, 2017 at 9:00 a.m. and ends on September 27, 2017 at 5:00 pm. 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 September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID, h.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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)	
	Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number which is printed on Attendance Slip.	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.	
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 of Nalwa Sons Investments 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (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.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2017 may follow the same instructions as mentioned above for e-Voting.

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.

IN DEFERENCE TO THE GOVERNMENT POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.

NALWA SONS INVESTMENTS LIMITED

CIN No: - L65993DL1970PLC146414

Registered Office: 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015.

Phone No. (011) 45021854, 45021812. Fax No.: (011) 25928118, 45021982.

Email ID: investorcare@nalwasons.com Website: www.nalwasons.com

ATTENDANCE SLIP

Sr. No.

	Registered Folio / DP ID & Client ID	:	
	Name and address of the Sharehold	der(s) :	
	Number of Shares held	:	
		46th Annual General Meeting of the Comprisday, the 28th day of September, 2017	oany at N.C. Jindal Public School, Road No. 73, West at 3:30 p.m.
Sig	nature of Shareholder / Proxy Present:		
Not	te:		
1.	You are requested to sign and hand the		
2.		• • • • • • • • • • • • • • • • • • • •	tice and annual report for reference at the meeting.
3.	Each equity share of the Company ca		
4.	Please read carefully the instructions	before exercising the vote.	
	PLEASE CUT HERE A	ND BRING THE ABOVE ATTENDANCE	SLIP TO THE MEETING HALL
••••		Electronic Voting Particul	ars
	(EVSN) E Voting Sequence Number	USER ID	Sequence Number*
*	Applicable to those members who have	not updated their PAN with the Company	y / Depository Participant

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65993DL1970PLC146414

Name of the Company: Nalwa Sons Investments Limited

Registered Office: 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi - 110 015

	Name of the member(s):				
	Registered address:				
	Email Id.:				
	Folio No. / Client Id*:				
	DP ld.*:				
I / V	/e, being the member(s) of		shares of t	ne above name company, hereby	appoint
1.	Name:	,	Address:		
	Email Id.:		Signature:	, or fail	ng him
2.	Name:	,	Address:		
	Email Id.:		Signature:	, or fail	ng him
3.	Name:	,	Address:		
	Email Id.:		Signature:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on September 28, 2017 at 3:30 p.m. at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi-110026, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Suresh Jindal (DIN: 07541893), who retires by rotation and being eligible, offers himself for reappointment.		
3.	Appoint M/s Doogar & Associates, Chartered Accountants, 13, Community Centre, East of Kailash, New Delhi - 110 065, Firm Registration No. 000561N as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company.		

Signed this day of September, 2017		
		Affix Revenue Stamp
Signature of Shareholder	Signature of Proxy holder(s)	J. J

Notes:

- 1. This form should be signed across the stamp as per specimen signature registered with the Company.
- 2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- 3. A proxy need not be a member of the Company.
- 4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
- 5. Please put a () in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.
 - *Applicable for Investors holding shares in demat form.

