

**NOTICE****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 Seventh Annual General Meeting (“AGM”)** of the Shareholders of **Nalwa Sons Investments Limited** will be held on **Saturday, the 29th day of September, 2018 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:**

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.

**SPECIAL BUSINESS:****2. CONTINUATION OF DIRECTORSHIP OF MR. RAJINDER PARKASH JINDAL AS AN INDEPENDENT DIRECTOR.**

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

“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Rajinder Parkash Jindal (DIN: 00004594) in the Company, who will attain the age of seventy five years on October 01, 2018, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions.”

**3. APPOINTMENT OF MR. RAKESH KUMAR GARG AS A WHOLE-TIME DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of Central Government, if any, the Company hereby approves appointment of Mr. Rakesh Kumar Garg (DIN: 00038580) as a Whole-time Director, designated as Executive Director and C.E.O. of the Company on the following terms and conditions:

1. Period of Appointment: 5 Years (From October 17, 2017 to October 16, 2022).
2. Remuneration:
  - (a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Upto ₹ 1,00,00,000 /- (₹ One Crore only) payable on monthly basis.
  - (b) Variable Pay (Performance Linked Incentive) to be paid as per PLVR Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.
  - (c) Retirement / Other benefits:
 

Gratuity, provident fund, leave encashment, group personal accident insurance, medical insurance and other benefits as per the applicable policies and rules of the Company.
3. He shall also be entitled to such annual increment within above limits, as may be determined by the Nomination and Remuneration Committee of the Company.
4. He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
5. He shall not be entitled for any sitting fee for attending any meetings of Board vis-à-vis Committees.
6. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service.

**NOTICE**

7. There is no contract of service in writing with Mr. Rakesh Kumar Garg. The terms set out in the resolution may be treated in compliance of Section 190 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits under Section 197 of the Companies Act, 2013 in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Rakesh Kumar Garg, subject to receipt of requisite approvals under the said Act.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Nomination & Remuneration Committee of Directors of the Company be and are hereby authorized to vary and / or revise the remuneration of Mr. Rakesh Kumar Garg within above limits, settle any question or difficulty in connection therewith and incidental thereto and take such steps, as may be necessary to give effect to this resolution."

**Registered Office:**  
28, Najafgarh Road,  
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New Delhi – 110 015.  
August 07, 2018

By order of the Board  
For **Nalwa Sons Investments Limited**

**(Raghav Sharma)**  
Company Secretary  
ACS40181

**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 and Attendance Slip is sent herewith.
3. 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.
4. An explanatory statement pursuant to the Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under Item No. 2 and 3 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2018 to September 18, 2018 (both days inclusive) for annual closing.
6. The Notice of the AGM along with the Annual Report 2017-18 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 2017-18 will also be available on the Company's website viz. [www.nalwasons.com](http://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 and Branch Office of the Company on all working days up to the date of Annual General Meeting between 11:00 AM and 5:00 PM.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, 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 remote e-voting ("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.

**NOTICE**

9. 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 28, 2018 (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. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 22, 2018 and as per the Register of Members of the Company. 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 Authorized 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.
19. At the 46th AGM, Doogar & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a term of five years until the conclusion of 51st AGM of the Company.  
The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.
20. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of AGM is being sent to the members who have registered email ids, through email and to all other members by Regd. Post. Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
21. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after December 05, 2018, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.**

**NOTICE****Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:****Item No. 2**

The Members of the Company at the 43rd Annual General Meeting (AGM) held on September 29, 2014 *inter alia* appointed Mr. Rajinder Parkash Jindal as an Independent Director of the Company for one term of five consecutive years with effect from September 29, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from April 01, 2019.

Mr. Rajinder Parkash Jindal, Independent Director of the Company will attain the age of seventy five years on October 01, 2018. His directorship can continue from April 01, 2019 only if the Company has obtained the approval of its Members by way of a Special Resolution on or before March 31, 2019.

A diploma in Mechanical Engineering, Mr. Rajinder Parkash Jindal has a work experience of more than 44 years in various fields such as technical, administration, public affairs etc. Besides his administrative acumen, Mr. Jindal has keen interest in games, art and culture.

In the opinion of the Board of Directors of the Company, Mr. Rajinder Parkash Jindal is a person of high repute, integrity and has rich and varied experience and hence his directorship is recommended to be continued up to the expiry of his present term as Independent Director i.e. September 28, 2019 by passing special resolution as set out at Item No. 2 of this Notice.

Mr. Rajinder Parkash Jindal, being concerned, along with his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest in the Company, if any. None of the other Directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

**Item No. 3**

Mr. Rakesh Kumar Garg (DIN: 00038580) was appointed as the Whole-time Director for a period of five years with effect from October 17, 2017 upon recommendation of the Nomination and Remuneration Committee and Board of Directors and at a remuneration as approved by the Nomination and Remuneration Committee and Board of Directors, subject to the approval of the Shareholders of the Company. Mr. Rakesh Kumar Garg was already on the Board of the Company.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director. Mr. Rakesh Kumar Garg is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In compliance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified in the resolution are placed before the members in the general meeting for their approval. There is no contract of service in writing with Mr. Rakesh Kumar Garg. The terms set out in the resolution may be treated in compliance of Section 190 of the Act. His appointment will be subject to retirement by rotation.

Your Directors recommend the resolution at Item No. 3 as an Ordinary Resolution for your approval.

Mr. Rakesh Kumar Garg, being concerned, along with his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest in the Company, if any. None of the other Directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

**NOTICE****Details of Director seeking appointment/re-appointment at the Annual General Meeting to be held on Saturday, the 29th day of September, 2018**

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.

<b>Name of the Director</b>	<b>Mr. Rajinder Parkash Jindal</b>	<b>Mr. Rakesh Kumar Garg</b>
DIN	00004594	00038580
Date of Birth/ Age	01/10/1943; 74 Years	05/05/1959; 59 Years
Date of Appointment in the Current Term	29/09/2014	17/10/2017
Qualification/Experience	Graduate; 44 Years	Post Graduate; 35 Years
Expertise in specific functional area	Technical, Administration and Public Affairs	Marketing
Directorship in other Indian Public Limited Companies	4	-
Chairman/Membership of Committees in other Indian Public Limited Companies (C=Chairman; M= Member)	-	-
No. of shares held in the Company	-	16 Equity Shares
Relationship with other Directors, Managers or KMP	NA	NA
Number of meetings of Board attended during the year	5	6
Last Remuneration Drawn	Nil	Last Remuneration drawn by him in FY 17-18 was ₹ 29.12 Lakhs.
Remuneration proposed to be paid and Terms and conditions of appointment	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. www.nalwasons.com	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. www.nalwasons.com

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August 07, 2018

By order of the Board  
For **Nalwa Sons Investments Limited**

**(Raghav Sharma)**  
Company Secretary  
ACS40181

**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 made it mandatory for every participant in Security Market to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.

**NOTICE**

5. The Company has an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
6. **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.**
7. Members should quote their email addresses, telephone / fax numbers, folio number, to get a prompt reply to their communications.
8. 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 and Branch Office of the Company on any working day except holidays till the date of the Annual General Meeting between 11:00 a.m. and 5:00 p.m.
9. **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 Remote 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-Seventh 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, Practicing 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 22, 2018.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on September 26, 2018 at 9:00 a.m. and ends on September 28, 2018 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 22, 2018 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](http://www.evotingindia.com).
- iii) Click on Shareholders/ Members.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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).

**NOTICE**

- 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 Ltd. 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.
- xvii) 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](http://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](mailto: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](mailto: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. 22nd September, 2018 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.