

# NALWA SONS INVESTMENTS LIMITED

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

January 15, 2016

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  
cm1ist@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 quarterly compliance report on Corporate Governance for the quarter ending on December 31, 2015.

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

Thanking You.

Yours Faithfully,

For **Nalwa Sons Investments Limited**

  
**Mahender Kumar Goel**  
Executive Director and CEO



Encl: A/a

**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	December 31, 2015								
<b>I.</b>	<b>Composition of Board of Directors</b>								
Sr. No.	Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	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.	Mahender Kumar Goel	ADNPG0009R 00041866	Executive-Non Independent	01/09/2011	NA	--	--	--



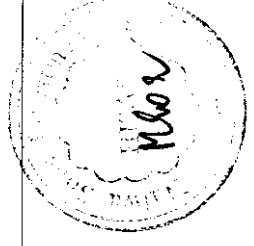
2	Mr.	Rajinder Parkash Jindal	AAVPJ9552B 00004594	Independent- Non Executive	29/09/2014	1 year 3 months	1	2	1
3	Mr.	Ram Gopal Garg	ABCPG8373M 00004517	Independent- Non Executive	29/09/2014	1 year 3 months	1	1	1
4	Mr.	Rakesh Kumar Garg	ABKPG0293N 00038580	Independent- Non Executive	29/09/2014	1 year 3 months	1	2	--
5	Mr.	Shailesh Goyal	ALHPG8755E 03547239	Independent- Non Executive	25/03/2015	9 months	1	3	--
6	Ms.	Vaishali Deshmukh	AJFPD1329R 07133868	Independent- Non Executive	25/03/2015	9 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 filled 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.

II. Composition of Committees			
Sr. No.	Name of Committee	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



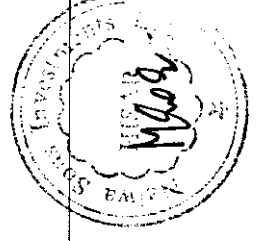
III. Meeting of Board of Directors	
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
Saturday, August 08, 2015	Saturday, November 14, 2015
	Maximum gap between any two consecutive meetings in number of days 97 days

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
Audit Committee	Saturday, November 14, 2015	Yes All members present	Saturday, August 08, 2015
Nomination and Remuneration Committee	Tuesday, November 03, 2015	Yes All members present	-
Stakeholders Relationship Committee	Saturday, November 14, 2015	Yes All members present	Saturday, August 08, 2015
			Maximum gap between any two consecutive meetings in number of days* 97 days
			NA
			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	NA
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: NA

For Nalwa Sons Investments Limited

*MKG*

(Mahender Kumar Goel)  
Executive Director & C.F.O.