

Nalwa Sons Investments Limited

CIN: L65993DL1970PLC146414

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

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

Branch Office: O. P. Jindal Marg, Hisar-125005, Haryana

Email Id.: investorcare@nalwasons.com **Website:** www.nalwasons.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the Shareholders of Nalwa Sons Investments Limited will be held on **Thursday, the 29th day of September, 2016 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 Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016, together with the Report of the Auditors thereon.
2. To ratify appointment of M/s N.C. Aggarwal & Co., Chartered Accountants (Firm Registration No. 003273N) as Statutory Auditors of the Company, for the financial year 2016-17 and to fix their remuneration and in connection therewith, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the shareholders in the 43rd Annual General Meeting held on September 29, 2014, the Company hereby ratifies the appointment of M/s N.C. Aggarwal & Co., Chartered Accountants (Firm Registration No. 003273N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the forty-sixth Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration, plus service tax, out of pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. **TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**
"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Suresh Jindal (DIN: 07541893), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."
4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), 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. Suresh Jindal (DIN: 07541893) as a Whole-time Director, designated as Executive Director & C.E.O. of the Company on the following terms and conditions:
 1. Period of Appointment: 5 Years (From July 01, 2016 to June 30, 2021)
 2. Remuneration:
 - a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Rs.16,55,004/- (Rupees sixteen lakhs fifty five thousand and four only)
 - 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.

Notice	Director's Report	Corporate Governance	Management Discussion & Analysis Report	Financials
--------	-------------------	----------------------	-----------------------------------------	------------

(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 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. In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above.
7. 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.
8. There is no contract of service in writing with Mr. Suresh Jindal. 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. Suresh Jindal, subject to receipt of requisite approvals under the said Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT subject to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Company to enter into related party transactions with M/s Brahmputra Capital & Financial Services Limited (BCFSL), a Subsidiary Company, for an aggregate value of Rupees 10 Crores, every financial year on such terms and conditions as may be mutually agreed upon between the Company and BCFSL, provided however that the transactions so entered into shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any one or more Directors of the Company to give effect to the above resolution."

Registered Office:

28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 09, 2016

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

(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.

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business covering item nos. 3 to 5 to be transacted at the meeting is annexed hereto. The relevant details of Directors seeking appointment under Item No. 3 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 are annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2016 to September 20, 2016 (both days inclusive) for Annual Closing.
6. The Notice of the AGM along with the Annual Report 2015-16 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 2015-16 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.
8. In compliance with the provisions of Section 108 of the Act 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.
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, 2016 (5.00 p.m. IST). 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 pursuant to Section 102(1) of the Companies Act, 2013

The statement pursuant to Section 102(1) of the Companies Act, 2013 for Item No 3 to 5 is as under:

ITEM NO. 3 and 4

The Board of Directors had appointed Mr. Suresh Jindal as an Additional Director with effect from July 01, 2016 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. He was appointed as Whole-time Director for a period of five years with effect from July 01, 2016 upon recommendation of the Nomination and Remuneration Committee and Board of Directors and at a remuneration approved by the Nomination and Remuneration Committee and Board of Directors, subject to the approval of the Shareholders of the Company.

In terms of the provisions of Section 161(1) of the Act, Mr. Suresh Jindal will hold office up to the date of the ensuing Annual General Meeting of the Company.

A notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") has been received from a member signifying its intention to propose him as a candidate for the office of Director. 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 Director.

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. Suresh Jindal. 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 resolutions at Item No. 3 and 4 as an Ordinary Resolutions for your approval.

Mr. Suresh Jindal, being concerned, may be deemed to be interested in the resolution.

None of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

ADDITIONAL INFORMATION: As required in terms of 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	15/08/1959
Date of first Appointment	01/07/2016
Qualification	Graduate
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*	NA
Past remuneration	NA

Remuneration proposed to be paid and Terms and conditions of appointment	The details of remuneration proposed to be paid and terms and conditions of appointment of Mr. Suresh Jindal have been provided at Resolution No. 4 of this Notice forming part of this Annual Report.
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*Mr Suresh Jindal was appointed as an Additional Director w.e.f. July 01, 2016

ITEM NO. 5

As per Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions shall require the approval of shareholders. Further, explanation provided to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that a transaction with a related party shall be considered material if the transaction to be entered into individually or taken together with previous transactions during the financial year exceeds 10 % of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The contracts/arrangements/transactions with BCFSL are likely to exceed the prescribed thresholds. Hence, it is proposed to secure shareholders' approval on Resolution No. 5 to the Notice for approving following related party contracts / arrangements to be entered during financial year 2016-17 and each subsequent financial year, till the termination of said contract or arrangement.

SI No	Description	Details
a	Name of the related party	Brahmputra Capital & Financial Services Limited (BCFSL)
b	Name of the director or key managerial person who is related/ interested, if any	Mr. Rajinder Parkash Jindal is an Independent Director in BCFSL. Mr. Mahabir Prashad Gupta, Chief Financial Officer of the Company is Non-Executive Directors in BCFSL.
c	Nature of relationship	BCFSL is a Subsidiary of the Company
d	Nature, material terms, monetary value and particulars of the contract or arrangement.	Your Company is a Non Banking Financial Company and accordingly, Company in its ordinary course of business grants loans/advances and provides guarantees/ securities to only its Group Companies. Maximum value of transactions in a financial year: 10 Crores to grant loans/advances and provides guarantees/ securities.
e	Extent of Shareholding Interest of every Promoter/ Director/ Manager and every other Key Managerial Personnel not less than 2%	--
f	Any other information relevant or important for the members to take a decision on the proposed resolution	This contract is at arm's length basis and in the ordinary course of business.

According to provision of Regulation 23 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party shall abstain from voting on Resolution mentioned at Item No. 5 of the Notice.

Registered Office:
28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 09, 2016

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

(Raghav Sharma)
Company Secretary

Notice	Director's Report	Corporate Governance	Management Discussion & Analysis Report	Financials
--------	-------------------	----------------------	-----------------------------------------	------------

FOR ATTENTION OF SHAREHOLDERS

1. 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.
2. 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.
3. 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.
4. 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.
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 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.

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 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 Fifth 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 22, 2016.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m.(IST). 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, 2016 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
 - 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 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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. <ul style="list-style-type: none"> • 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 for the relevant <Company Name> 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 and register themselves as Corporates.

Notice	Director's Report	Corporate Governance	Management Discussion & Analysis Report	Financials
--------	-------------------	----------------------	-----------------------------------------	------------

- 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 share of the company and became member of the company after dispatch of the Notice and holding shares as on of cut-off date i.e. September 22, 2016 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.

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 No: - 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 Id.*:	

I / We, being the member(s) of shares of the above name company, hereby appoint

- Name:..... Address:
Email Id.: Signature:, or failing him
- Name:..... Address:
Email Id.: Signature:, or failing him
- 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 45th Annual General Meeting of the Company, to be held on September 29, 2016 at 3:30 p.m. at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi-110236, 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.		
2	Ratification of appointment of M/s. N.C. Aggarwal & Co., Chartered Accountants, (Firm Registration No. 003273N), Statutory Auditors of the Company and payment of remuneration.		
3	Appointment of Mr. Suresh Jindal as a Director of the Company.		
4	Appointment and remuneration of Mr. Suresh Jindal as the Executive Director & C.E.O. of the Company.		
5	To consider approval of Material Related Party Transaction with M/s Brahmputra Capital & Financial Services Limited.		

Signed this day of September, 2016

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Signature of Shareholder

Signature of Proxy holder(s)

**Notes**

- This form should be signed across the stamp as per specimen signature registered with the Company.
- This form of Proxy, to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- 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.
- 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.

Route Map to the Venue of the Meeting

