

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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Forty-Eighth Annual General Meeting (“AGM”)** of the Shareholders of **Nalwa Sons Investments Limited** will be held on **Monday, the 30th day of September, 2019 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, 2019, 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, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Kumar Garg (DIN: 00038580), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. RAM GOPAL GARG (DIN: 00004517) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Ram Gopal Garg (DIN: 00004517), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and as per Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for reappointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from “September 29, 2019 upto September 28, 2024” and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, Mr. Ram Gopal Garg who will attain the age of seventy five years on June 25, 2022, during the above term of re-appointment, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Ram Gopal Garg, up to the expiry of his term as an Independent Director i.e. September 28, 2024 on the existing terms and conditions.”

4. RE-APPOINTMENT OF MR. RAJINDER PARKASH JINDAL (DIN: 00004594) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajinder Parkash Jindal (DIN: 00004594), Independent, Non-Executive Director of the Company who has attained the age of seventy five years on October 01, 2018 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and as per Regulation 25(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for reappointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from “September 29, 2019 upto September 28, 2024” and whose office shall not be liable to retire by rotation.”

5. APPOINTMENT OF MR. MAHENDER KUMAR GOEL (DIN: 00041866) AS A DIRECTOR (NON-EXECUTIVE).

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, Mr. Mahender Kumar Goel (DIN: 00041866), who was appointed as an Additional Director w.e.f. May 30, 2019 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation.”

Registered Office:
28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 09, 2019

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 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 Director seeking appointment/re-appointment under Item No. 2, 3, 4 and 5 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 18, 2019 to September 19, 2019 (both days inclusive) for annual closing.
6. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 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 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 Link Intime India Private Limited ("LIPL"), on all the resolutions set forth in this Notice. The instructions for e-voting are given elsewhere in the Notice of A.G.M. 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 29, 2019 (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. Vishhal Arora of M/s. Vishal Arora & Associates, Practicing Company Secretaries (Membership No. F-5958) 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 23, 2019 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 w.e.f. April 01, 2019, 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**Item No. 3**

Mr. Ram Gopal Garg is an Independent, Non-Executive Director of the Company and Chairman of the Stakeholders Relationship Committee of the Board of Directors of the Company. He is also a Member of Corporate Social Responsibility Committee, Audit Committee and Nomination & Remuneration Committee. Pursuant to the Act, Mr. Ram Gopal Garg, was appointed as an Independent, Non-Executive Director to hold office for five consecutive years for a term upto September 28, 2019, by the Members of the Company in the 43rd Annual General Meeting held on September 29, 2014.

As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the members of Company for another term of upto five consecutive years on the Board of a Company.

Since Mr. Ram Gopal Garg, Independent Director of the Company who will attain the age of seventy five years on June 25, 2022, approval is also being sought pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ram Gopal Garg, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from September 29, 2019 upto September 28, 2024.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ram Gopal Garg signifying his candidature as an Independent Director of the Company. Details of Directors are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In the opinion of the Board, Mr. Ram Gopal Garg fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent, Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ram Gopal Garg as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days upto the date of A.G.M. between 11:00 AM and 5:00 PM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ram Gopal Garg as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Ram Gopal Garg as an Independent Director for another term of five consecutive years with effect from September 29, 2019 upto September 28, 2024, for the approval by the members of the Company.

Except Mr. Ram Gopal Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Ram Gopal Garg is not related to any Director of the Company.

Item No. 4

Mr. Rajinder Parkash Jindal is an Independent, Non-Executive Director of the Company and Chairman of the Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He is also a Member of Stakeholders Relationship Committee. Pursuant to the Act, Mr. Rajinder Parkash Jindal, was appointed as an Independent, Non-Executive Director to hold office for five consecutive years for a term upto September 28, 2019, by the Members of the Company in the 43rd Annual General Meeting held on September 29, 2014.

As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the members of Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149,150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Rajinder Parkash Jindal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from September 29, 2019 upto September 28, 2024.

Since Mr. Rajinder Parkash Jindal, Independent Director of the Company has attained the age of seventy five years on October 01, 2018, approval is also being sought pursuant to regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rajinder Parkash Jindal signifying his candidature as an Independent Director of the Company. Details of Directors are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In the opinion of the Board, Mr. Rajinder Parkash Jindal fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent, Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajinder Parkash Jindal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days upto the date of A.G.M. between 11:00 AM and 5:00 PM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajinder Parkash Jindal as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Rajinder Parkash Jindal as an

Independent Director for another term of five consecutive years with effect from September 29, 2019 upto September 28, 2024, for the approval by the members of the Company.

Except Mr. Rajinder Parkash Jindal, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mr. Rajinder Parkash Jindal is not related to any Director of the Company.

Item No. 5

The Board of Directors had appointed Mr. Mahender Kumar Goel as an Additional Director with effect from May 30, 2019 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. His appointment was recommended by the Nomination and Remuneration Committee of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Mahender Kumar Goel will hold office up to the date of this Annual General Meeting of the Company. He will be liable to retire by rotation. A notice pursuant to Section 160 of the Companies Act, 2013 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 Companies Act, 2013 and has given his consent to act as Director. His brief resume, educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information". The Board recommends the resolution set out at Item No. 5 as an Ordinary Resolution to the Shareholders for their approval.

Except Mr. Mahender Kumar Goel, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Mahender Kumar Goel is not related to any Director of the Company.

Details of Director seeking appointment/re-appointment at the 48th Annual General Meeting

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.

Name of the Director	Mr. Rakesh Kumar Garg	Mr. Ram Gopal Garg	Mr. Rajinder Parkash Jindal	Mr. Mahender Kumar Goel
DIN	00038580	00004517	00004594	00041866
Date of Birth/ Age	05/05/1959; 59	25-06-1947; 72	01/10/1943; 75	10/12/1957; 61
Date of Appointment in the Current Term	October 17, 2017	August 09, 2019	August 09, 2019	May 30, 2019
Qualification	Post Graduate	B.Sc. Engg. (Hons) degree in mechanical engineering from Punjab Engineering College, Chandigarh.	Diploma in Mechanical Engineering.	Under Graduate

Expertise/Experience in specific functional area	Marketing; 35 Years	He has a work experience of more than 45 years in various fields such as administrative and corporate affairs and has held senior positions at various levels. He is having rich experience in business marketing and general administration.	He has a work experience of more than 45 years in various fields such as technical, administration, public affairs etc. Besides his administrative acumen, Mr. Rajinder Parkash Jindal has keen interest in games, art and culture.	Corporate affairs; 35 Years
Directorship in other Indian Public Limited Companies *	-	-	Nalwa Investments Ltd; Brahmputra Capital And Financial Services Limited; Jindal Steel & Alloys Limited; Jindal Holdings Limited.	Sonabheel Tea Ltd; Stainless Investments Limited; Brahmputra Capital and Financial Services Ltd; Renuka Financial Services Ltd; Nalwa Engineering Company Limited; Colorado Trading Company Ltd.
Chairman/Membership of Committees in other Indian Public Limited Companies (C=Chairman; M= Member) #	-	-	-	Member- Audit Committee: - Renuka Financial Services Ltd.; - Brahmputra Capital and Financial Services Ltd.

No. of shares held in the Company	16	-	120	-
Relationship with other Directors, Managers or KMP	NA	NA	NA	NA
Number of meetings of Board attended during the year^{&}	4	3	4	NA
Last Remuneration Drawn and	Last Remuneration drawn by him in FY 18-19 was Rs. 55.31 Lakhs.	Nil		
Remuneration proposed to be paid and Terms and conditions of appointment	As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. www.nalwasons.com			

* Excluding directorship in Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Only two committees i.e. Audit Committee and Stakeholders' Relationship Committee have been considered as per provisions of Regulation 26 of the SEBI (LODR) Regulations, 2015.

& Mr. Mahender Kumar Goel was appointed as Additional Director w.e.f May 30, 2019.

Registered Office:
28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 09, 2019

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

(Raghav Sharma)
Company Secretary

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 Company has an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
5. 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, Noble Heights, 1st Floor, Plot No. NH 2 LSC, C-1 Block Near Savitri Market, Janakpuri, New Delhi- 110058 to enable it to issue new share certificates.
6. Members should quote their email addresses, telephone / fax numbers, folio number, to get a prompt reply to their communications.
7. 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.

8. 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-Eighth Annual General Meeting. For this purpose, necessary arrangements have been made with the Link Intime India Private Limited ("LIPL") 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. Vishhal Arorah of M/s Vishal Arora & Associates, Practicing Company Secretary (COP No. 5992)

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 23, 2019.

The voting period begins on September 27, 2019 at 9:00 a.m. and ends on September 29, 2019 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 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

The instructions for shareholders voting electronically are as under:

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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.

Name and Address of the Shareholder(s) : Registered Folio / DP ID & Client ID: Number of Shares held:	
--	--

I/We hereby record my/our presence at the 48th Annual General Meeting of the Company at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026 on Monday, the 30th day of September, 2019 at 3:30 p.m.

Signature of Shareholder / Proxy Present:

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

.....

Electronic Voting Particulars

Event Number	User ID	Sequence Number*/ Default Number

* Applicable to those members who have not updated their PAN with the Company / Depository Participant

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

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066.

E-COMMUNICATION REGISTRATION FORM

To,

Link Intime India Private Limited

(Unit: Nalwa Sons Investments Limited)

Noble Heights, 1st Floor, Plot No. NH2, C1 Block LSC,

Near Savitri Market, Janakpuri, New Delhi - 110058

Phone No. (011) 41410592/93/94

Fax No. (011) 41410591

Email: delhi@linkintime.co.in

Green initiative on Corporate Governance

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./ DP ID & Client ID No.:

Name of 1st Registered Holder:

Name of Joint Holder(s), if any:

Registered Address of the Sole/1st Registered Holder:

No. of Shares held:

E-mail ID (to be registered) :

Date:

Signature:

Notes:

- 1) On registration, all communications will be sent to the e-mail ID registered.
- 2) The form is also available on the website of the Company www.nalwasons.com under the section 'Shareholders information'.
- 3) Shareholders are requested to keep the Company's Registrar – Link Intime India Pvt. Ltd. informed as and when there is any change in the e-mail address.

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

1. Name.....,Address:.....

Email Id.:.....Signature.....,or failing him

2. Name.....,Address:.....

Email Id.:.....Signature.....,or failing him

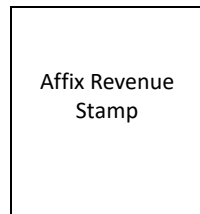
3. Name.....,Address:.....

Email Id.:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th Annual General Meeting of the Company, to be held on September 30, 2019 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
Ordinary Business:			
1	Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Rakesh Kumar Garg (DIN: 00038580), who retires from office by rotation and being eligible, offers himself for re-appointment.		
Special Business:			
3	Re-appointment of Mr. Ram Gopal Garg (DIN: 00004517) as an independent director of the company.		
4	Re-appointment of Mr. Rajinder Parkash Jindal (DIN: 00004594) as an independent director of the company.		
5	Appointment of Mr. Mahender Kumar Goel (DIN: 00041866) as a director (Non-Executive).		

Signed this day of September, 2019



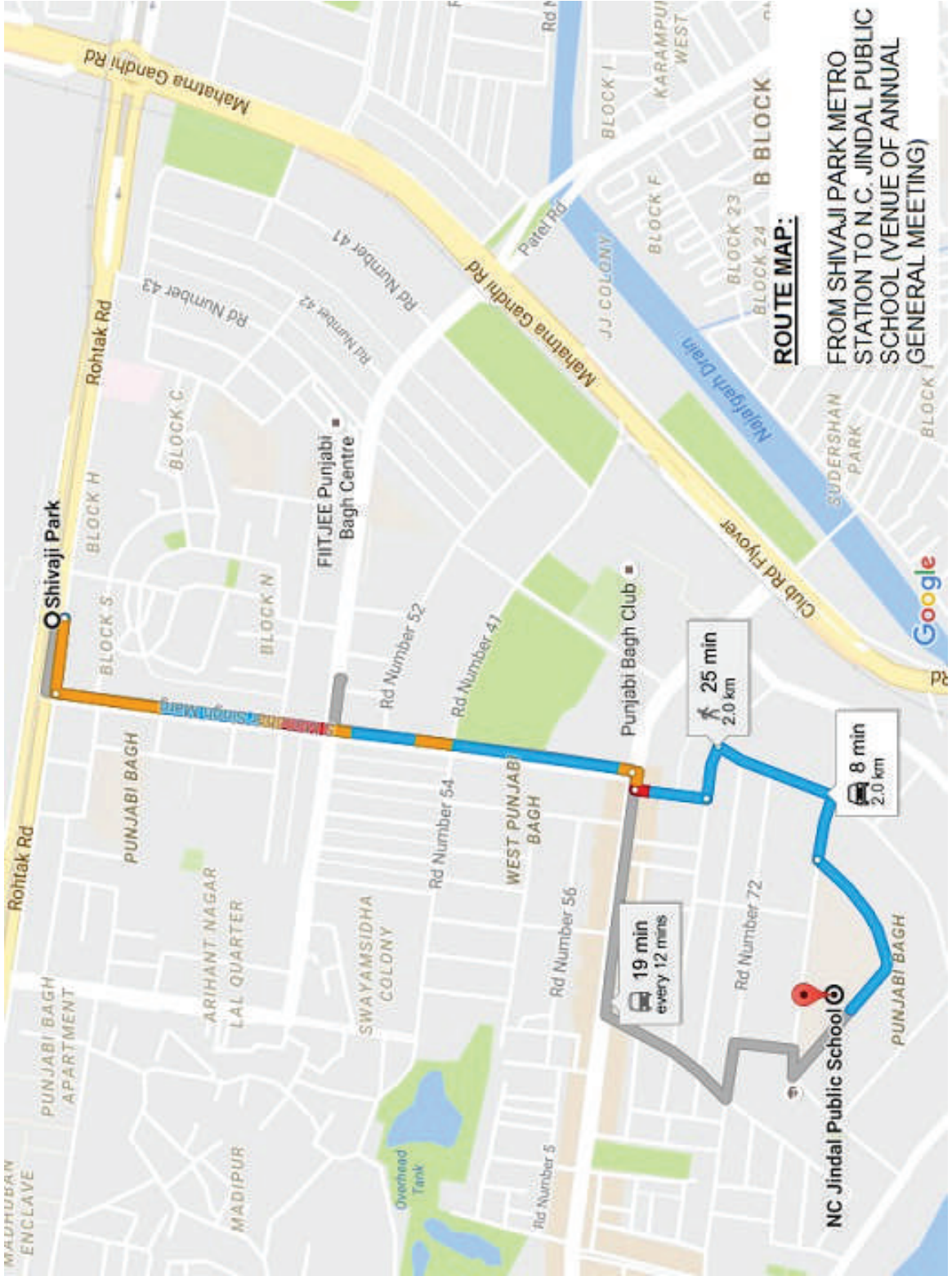
.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

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 and 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.



ROUTE MAP:

FROM SHIVAJI PARK METRO STATION TO N.C. JINDAL PUBLIC SCHOOL (VENUE OF ANNUAL GENERAL MEETING)

25 min
2.0 km

8 min
2.0 km

19 min
every 12 mins

NC Jindal Public School