

# NALWA SONS INVESTMENTS LIMITED

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

June 11, 2024

BSE Ltd.  
Corporate Relationship Department,  
1st Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai – 400 001  
Email: corp.relations@bseindia.com

**Security Code: 532256**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra(E),  
Mumbai-400051  
Email: cmlist@nse.co.in

**Security Code: NSIL**

**Sub.: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed Postal Ballot Notice dated May 28, 2024 along with Explanatory Statement which is being sent to the Members of Nalwa Sons Investments Limited (“the Company”) whose names appear in the Register of Members / List of Beneficial Owners as on May 31, 2024, being the cut-off date, seeking their approval for the special business(es) as set out in the Postal Ballot Notice.

Further, in terms of General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence on Wednesday June 12, 2024 at 9.00 a.m. (IST) and will end on Thursday July 11, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. Once the vote on the resolution is cast, member will not be allowed to change it subsequently.

You are requested to kindly take the above on record.

Thanking You.

Yours Faithfully,  
For **Nalwa Sons Investments Limited**

**(Ajay Mittal)**  
**Company Secretary**

Enclosed as above

# **Nalwa Sons Investments Limited**

**CIN:** L65993DL1970PLC146414

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

**Phone No.:** (011) 45021854, 45021812,

**Email Id.:** [investorcare@nalwasons.com](mailto:investorcare@nalwasons.com), **Website:** [www.nalwasons.com](http://www.nalwasons.com)

**Corporate Office:** Jindal Centre, 12, Bhikaiji Cama Place, New Delhi-110 066

**Branch Office:** O.P. Jindal Marg, Hisar- 125 005, Haryana

**Phone:** (01662) 222471-83

## **NOTICE OF POSTAL BALLOT**

Dear Member(s),

NOTICE is hereby given to the Members of Nalwa Sons Investments Limited (“the Company”), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“MCA”) for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), to transact the special business(es) as set out hereunder by passing the resolution(s) as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons /rationale thereof for the proposal are appended below. The Company has appointed Mr. Rajesh Garg, (Membership No. 5960) of M/s. Rajesh Garg & Co., Practicing Company Secretary as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process in a fair and transparent manner.

### **SPECIAL BUSINESS:**

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

#### **1. APPOINTMENT OF MR. AJAY GOYAL(DIN:10448282)AS DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ajay Goyal (DIN: 10448282), appointed as an Additional Director w.e.f. 28<sup>th</sup> May, 2024 by the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of a Director under Section 160 of the Act be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.”

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

**2. APPOINTMENT OF MR. JAGDEEP BHARGAVA(DIN:00011980) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and all other applicable provisions, if any and Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, and other requisite approvals, Mr. Jagdeep Bhargava(DIN:00011980), appointed as an Additional Director (Non-Executive Independent) w.e.f. 28<sup>th</sup> May, 2024 by the Board of Directors and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of an Independent Director under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for a period of five (5) consecutive years w.e.f 28<sup>th</sup> May, 2024 till 27<sup>th</sup> May, 2029.”

**Corporate Office:**  
Jindal Centre, 12,  
Bhikaiji Cama Place,  
New Delhi-110 066  
**Date:** May 28, 2024

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

**(Ajay Mittal)**  
Company Secretary  
ICSI Membership No. F11573

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder stating the material facts and reasons for the proposed resolution(s) is annexed hereto for your consideration.
2. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolution(s) contained in the Notice dated May 28, 2024 is being taken through Postal Ballot by remote e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members/beneficial owners whose e-mail addresses are registered with the Company/Depositories as at the close of the business hours on May 31,2024 (i.e. cut-off date). Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. However, in order to facilitate the participation of the Members in the Postal Ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited (“Registrar/Link Intime”), may fill & sign the Postal Ballot Form appended to the Postal Ballot Notice and send the same to the Scrutinizer in the manner as mentioned in “**Instructions for submission of postal ballot form**” section this Postal Ballot Notice or alternatively they may send the scanned copy of the duly filled-in and signed Postal Ballot Form with assent (FOR) or dissent (AGAINST), from their registered e-mail addresses, to the Scrutinizer at E-mail ID: [rajeshgargcs2002@yahoo.com](mailto:rajeshgargcs2002@yahoo.com), on or before 11<sup>th</sup> July, 2024 at 5.00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer's decision on the validity of the votes cast shall be final.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request letter mentioning their folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by e-mail to the Company / Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

3. The documents, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members during working hours at the registered office of the Company on any working day except holidays, till 11<sup>th</sup> July, 2024.
4. The Company has appointed Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
5. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, May 31, 2024, i.e. the cut-off date. Voting rights shall be reckoned on the shares registered in the name of Members as on that date. The voting rights of the 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. Friday, May 31, 2024. Any Member who is not a member as on the cut-off date shall treat this Postal Ballot notice for information purpose only.
6. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Whole Time Director of the Company or a person authorized by him in writing, after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 11<sup>th</sup> July, 2024 on or before 13<sup>th</sup> July, 2024.
7. The result of the Postal Ballot shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of Link Intime and shall be communicated to the Stock Exchanges where the Company's equity shares are listed. Simultaneously, the Whole Time Director and in his absence any person authorised by the Whole Time Director will announce the result of the Postal Ballot at the Registered office of the Company at 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015 on or before 13<sup>th</sup> July, 2024.
8. The result of the postal ballot will be posted on the website of the Company at [www.nalwasons.com](http://www.nalwasons.com).
9. In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting/ receipt of Postal Ballot Form i.e. 11<sup>th</sup> July, 2024, in the event resolutions are assented to by the requisite majority of the Members of the Company.
10. The assent or dissent received after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 11<sup>th</sup> July, 2024 shall be treated as if reply from the Member has not been received.

11. In terms of the MCA Circulars this Postal Ballot Notice will be available on the website of the Company at [www.nalwasons.com](http://www.nalwasons.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of Link Intime, at <https://instavote.linkintime.co.in/>.
12. To support the Green Initiative, Members who have not yet registered their email id are requested to register their e-mail with their depository in case the shares are held in electronic form and with the Company in case the shares are held by them in physical form.
13. After sending the notice of Postal Ballot, an advertisement shall be published in English language newspaper and Hindi language newspaper and also on the website of the Company at [www.nalwasons.com](http://www.nalwasons.com).

## **EXPLANATORY STATEMENT**

(Pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Rules framed thereunder)

### **Item No. 1**

The Board of Directors upon recommendation of the Nomination and Remuneration Committee of Directors of the Company, in their meeting held on 28th May, 2024, considered and approved the appointment of Mr. Ajay Goyal(DIN:10448282) as an Additional Director (Non Executive, Non Independent) with effect from May 28, 2024 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company.

Mr. Ajay Goyal is a Fellow Member of Institute of Chartered Accountants of India. He has more than 25 years of versatile experience in Accounts and Finance, Direct Taxation & Corporate Laws, Business Finance, Debt Syndication, Strategic Financial Planning, Forecasting & budgeting, Risk Management, Treasury Management etc.

Based upon recommendation of the Nomination and Remuneration Committee of Directors of the Company and educational & professional qualifications of Mr. Ajay Goyal, the Board of Directors is of the opinion that his association would be of immense benefit to the Company and recommended his appointment as Director(Non Executive, Non Independent) w.e.f. May 28, 2024, subject to approval of shareholders. His term as Director will be subject to retire by rotation.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

Mr. Ajay Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as Director of the Company. Mr. Ajay Goyal is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head “Additional Information”.

In compliance with the provisions of the Act, the resolution is placed before the Members in this postal ballot notice for their approval.

Your Directors recommend the resolution at Item No. 1 as Ordinary Resolution for your approval.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

Mr. Ajay Goyal along with his relatives may be deemed to be interested in the resolution set out at Item No. 1 of this notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

### **Item No. 2**

With a view to broad base the existing Board, the Board of Directors upon recommendation of the Nomination and Remuneration Committee of Directors of the Company, in their meeting held on 28th May, 2024, considered and approved the appointment of Mr. Jagdeep Bhargava(DIN:00011980) as an Additional Director (Non-Executive, Independent) w.e.f. 28th May, 2024.

Mr. Jagdeep Bhargava is Bachelor of Science from University of Punjab and Graduate in Law from University of Delhi.

He has more than three decades versatile experience in foundry and Stainless Steel Rolling business besides international trading of metal commodities. He has keen interest in facilitating 'Quality education at affordable price and at no price' to the children coming from poor financial backgrounds. He has also been associated in this pursuit with a few schools in and around the district of Hisar. He motivates the youth by delivering talks to NCC, NSS cadets etc. He actively participates in the activities of the Foundation for Restoration of National Values (FRNV) as Incharge Haryana and as a motivational speaker.

Based upon recommendation of the Nomination and Remuneration Committee of Directors of the Company and his educational & professional qualifications of Mr. Jagdeep Bhargava, the Board of Directors is of the opinion that his association would be of immense benefit to the Company and recommended his appointment as Non-Executive Independent Director under Section 149 of the Act read with Schedule IV thereto, whose office shall not be liable to retirement by rotation, for a term of 5 (five) consecutive years commencing from 28<sup>th</sup> May, 2024 till 27<sup>th</sup> May, 2029.

In the opinion of the Board, Mr. Jagdeep Bhargava fulfils the conditions of appointment as a Non-Executive, Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management of the Company. In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member proposing his candidature for appointment as Non-Executive Independent Director of the Company.

The Company has received a declaration from Mr. Jagdeep Bhargava confirming the criteria of independence as prescribed under Section 149(6) and 152(4) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Jagdeep Bhargava is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. Mr. Jagdeep Bhargava is also not debarred from holding the office of a director by virtue of any SEBI order or any other authority.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head "Additional Information".

A copy of the letter of appointment of Mr. Jagdeep Bhargava setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office, Branch Office and Corporate Office of the Company during normal business hours on working days till 11<sup>th</sup> July, 2024. The same is also available on the website of the Company at: [www.nalwasons.com](http://www.nalwasons.com).

Your Directors recommend the resolution set out at Item No. 2 as a Special Resolution to the Members for their approval.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

Mr. Jagdeep Bhargava along with his relatives may be deemed to be interested in the resolution set out at Item No. 2 of this notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

### ADDITIONAL INFORMATION

**Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India for Item No. 1 and 2:**

<b>Name of Director</b>	Mr. Ajay Goyal	Mr. Jagdeep Bhargava
<b>DIN</b>	10448282	00011980
<b>Brief Resume</b>	<p>Mr. Ajay Goyal is a Fellow Member of Institute of Chartered Accountants of India. He has more than 25 years of versatile experience in Accounts and Finance, Direct Taxation &amp; Corporate Laws, Business Finance, Debt Syndication, Strategic Financial Planning, Forecasting &amp; budgeting, Risk Management, Treasury Management etc.</p>	<p>Mr. Jagdeep Bhargava is Bachelor of Science from University of Punjab and Graduate in Law from University of Delhi.</p> <p>He has more than three decades versatile experience in foundry and Stainless Steel Rolling business besides international trading of metal commodities. He has keen interest in facilitating 'Quality education at affordable price and at no price' to the children coming from poor financial backgrounds. He has also been associated in this pursuit with a few schools in and around the district of Hisar. He motivates the youth by delivering talks to NCC, NSS cadets etc.</p> <p>He actively participates in the activities of the Foundation for Restoration of National Values (FRNV) as Incharge Haryana and as a motivational speaker.</p>
<b>Date of Birth (Age in years)</b>	17 January, 1970 (54 years)	1st May, 1955(69 years)
<b>Qualification</b>	CA	Bachelor of Science, Graduate in Law
<b>Experience and expertise in specific functional area</b>	<p>Experience primarily in Accounts and Finance, Direct Taxation &amp; Corporate Laws, Business Finance, Debt Syndication, Strategic Financial Planning, Forecasting &amp; budgeting, Risk Management, Treasury Management etc</p>	<p>Experience primarily in foundry and Stainless Steel Rolling business besides international trading of metal commodities. He has keen interest in facilitating 'Quality education at affordable price and at no price' to the children coming from poor financial backgrounds. He has also been associated in this pursuit with a few schools in and around the district of Hisar. He motivates the youth by</p>



		delivering talks to NCC, NSS cadets etc. He actively participates in the activities of the Foundation for Restoration of National Values (FRNV) as Incharge Haryana and as a motivational speaker
<b>Terms and conditions of Appointment</b>	Please refer resolution at Item no. 1 of this notice.	Please refer resolution at Item no. 2 of this notice.
<b>Details of remuneration to be sought and remuneration last drawn</b>	Nil	Nil
<b>Date on which first appointed on the Board</b>	28 <sup>th</sup> May, 2024	28 <sup>th</sup> May, 2024
<b>Details of shareholding in the Company as on 31<sup>st</sup> March, 2024/28<sup>th</sup> May, 2024</b>	Nil	56
<b>Relationship with other Directors/Key Managerial Personnel (“KMP”) (if any)</b>	Nil	Nil
<b>Number of Board Meetings attended during the year 2023-24 and 2024-25 Till 28<sup>th</sup> May, 2024</b>	He has been appointed for the first time on the Board of the Company. He has not attended any Board meeting during the financial year 2023-24 and 2024-25(till 28 <sup>th</sup> May 2024)	He has been appointed for the first time on the Board of the Company. He has not attended any Board meeting during the financial year 2023-24 and 2024-25(till 28 <sup>th</sup> May 2024)
<b>Details of Directorships / Committee Chairmanship and Memberships in other companies (As on 31<sup>st</sup> March, 2024 and 28<sup>th</sup> May, 2024)</b>	-Rabirun Vinimay Pvt. Ltd	- Ferrum Recycling Private Limited - Aggarwal Finlease Private Limited - Argentum Fabrications Private Limited
<b>Name of listed entities form which the person has resigned in the past three years</b>	Nil	Nil
<b>The skill and capabilities required for the role and the manner in which the proposed person meets such requirement</b>	The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure, expertise in governance, strategic & general management and business as the skills and capabilities for the role.  Considering the educational background and his more than 25 years versatile experience in Accounts and Finance, Direct Taxation & Corporate Laws, Business Finance, Debt Syndication, Strategic Financial Planning, Forecasting & budgeting, Risk Management, Treasury Management etc. Mr.	The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure, expertise in governance, strategic & general management and business as the skills and capabilities for the role.  Considering the educational background and his more than three decades versatile experience in foundry and Stainless Steel Rolling business besides international trading of metal commodities Mr. Jagdeep Bhargava meets the requirement

	Ajay Goyal meets the requirement as laid down by the NRC	as laid down by the NRC
<b>Performance evaluation report or summary thereof</b>	Please refer to the explanatory statement for Item no. 1 of this notice.	Please refer to the explanatory statement for Item no. 2 of this notice.

**Corporate Office:**  
Jindal Centre, 12,  
Bhikaiji Cama Place,  
New Delhi-110 066  
**Date:** May 28, 2024

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

**(Ajay Mittal)**  
Company Secretary  
ICSI Membership No. F11573

## **INSTRUCTIONS FOR E-VOTING:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Member to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on Friday, May 31, 2024.

The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Swapann Kumar Naskar, Associate Vice President & Head (North India) at the designated e-mail ID: [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in) or contact at 011- 49411000. The remote e-voting period will commence on 12<sup>th</sup> June, 2024 at 9:00 a.m. (IST) and ends on 11<sup>th</sup> July, 2024 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 i.e. May 31, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (“Link Intime”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ▶ Set the password of your choice (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).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk**

**Link Intime India Private Limited**

# Nalwa Sons Investments Limited

CIN: L65993DL1970PLC146414

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

Phone No.: (011) 45021854, 45021812,

Email Id.: [investorcare@nalwasons.com](mailto:investorcare@nalwasons.com), Website: [www.nalwasons.com](http://www.nalwasons.com)

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

Branch Office: O.P. Jindal Marg, Hisar- 125 005, Haryana

Phone: (01662) 222471-83

## POSTAL BALLOT FORM

Sr. No. \_\_\_\_\_

1. Name and address of the Sole /First named Member as registered with the Company
2. Name(s) of the joint Members, if any, registered with the Company
3. Registered Folio No / DP ID\* & Client ID No.\* (\*Applicable to Member(s) holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated May 28, 2024 of Nalwa Sons Investments Limited (“the Company”) by sending my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Appointment of Mr. Ajay Goyal (DIN:10448282) as Director of the Company.(As an Ordinary Resolution)			
2	Appointment of Mr. Jagdeep Bhargava(DIN:00011980) as an Independent Director of the Company. (As a Special Resolution)			

Place:

Date:

\_\_\_\_\_  
Signature of the Member

Last Date for Receipt of Postal Ballot Form by Scrutinizer: on or before July 11, 2024 5:00 p.m. (IST)

## **INSTRUCTIONS FOR SUBMISSION OF POSTAL BALLOT FORM**

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought by means of voting through postal ballot by electronic means (“remote e-voting”).

However, in order to facilitate the participation of the Members in the postal ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited, may fill & sign the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, at the below address on their own expense through post or courier:

**Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary, Scrutinizer for Postal Ballot, C/o Nalwa Sons Investments Limited, 28 Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015**

Envelope containing the Postal Ballot Form, if deposited in person at the aforesaid address will also be accepted. Alternatively, the Members can send the scan copy of dully filled-in and signed postal ballot Form through registered e-mail addresses, to the Scrutinizer at E-mail ID: [rajeshgargcs2002@yahoo.com](mailto:rajeshgargcs2002@yahoo.com) on or before July 11, 2024 at 5.00 p.m. (IST). Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
4. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before July 11, 2024. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**
7. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
8. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on May 31, 2024



9. The Postal Ballot shall not be exercised by a Proxy. In case a Member has voted through remote E-Voting facility, he does not need to send the physical Postal Ballot Form.
10. In case a Member votes through remote E-voting facility as well as sends physical Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E-Voting.**