

NALWA SONS INVESTMENTS LIMITED

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

May 28, 2024

Mr. Jagdeep Bhargava
Anand Bhawan, Bhargava Building,
Bhargava Marg, Opposite Jat College,
Hisar - 125001, Haryana

Sub.: Appointment as Additional Director (Non Executive, Independent) of Nalwa Sons Investments Limited

Dear Sir,

We are pleased to inform you that the Board of Directors of Nalwa Sons Investments Limited ('the Company') has appointed yourself as an Additional Director (Non Executive, Independent) on the Board of Company with effect from 28th May, 2024 as per provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013.

Term

As per provisions of Section 161 of the Companies Act, 2013, you will hold office upto the date of the next Annual General Meeting of the Company. However, as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your appointment needs approval of the shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Keeping in view the above, the Board of Directors of the Company at its meeting held on 28 May, 2024 has approved to seek the approval of shareholders through Postal Ballot for your appointment as a Non Executive Independent Director of the Company for a term of 5 years with effect from 28th May, 2024.

Role

All the directors are collectively responsible for success of the Company and they also represent and promote the long-term interests of shareholders. All directors are expected to take individual decisions objectively in the best interests of the Company.

You being an Independent Director are expected to bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

Fiduciary Duties

Your fiduciary duties for your reference are enumerated hereunder in brief:

- to act in accordance with the Articles of the Company.
- to act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- to exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgment.



NALWA SONS INVESTMENTS LIMITED

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

- not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- not to achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if found guilty of making any undue gain, you shall be liable to pay an amount equal to that gain to the Company.
- not to assign your office and any assignment so made shall be void.
- not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- to meet the criteria of independence and give declaration thereof as prescribed in Section 149(6) of the Companies Act, 2013.

Liabilities

You being an Independent Director shall be held liable, only in respect of such acts of omission or commission by the Company which may occur with your knowledge, attributable through Board processes, and with your consent or connivance or where you may not act diligently.

Code of Conduct

You are expected to abide by the Code for Independent Directors, as prescribed under Schedule IV vide Section 149(8) of the Companies Act, 2013, including relevant Rules, and any modifications thereto from time to time and the Company's Code of Conduct for Directors senior management personnel.

Actions not to be done while functioning as a Director

- You shall not take position in derivative transactions in the shares of the Company at any time.
- You shall not enter into opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
- You shall not deal in Company's securities when the trading window is closed.
- You shall not disclose Material Nonpublic Information or Price Sensitive Information to anyone, except the persons within the Company or third party agents of the Company (such as investment banking advisors or outside legal counsel) whose positions require them to know it, until such information has been publicly released by the Company.
- You shall not deal in securities of the Company except in compliance with Insider Trading Policy of the Company.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. You will disclose your concern or interest under Section 184 of the Companies Act, 2013 in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained upto date.

Subject to the provisions of the Companies Act, 2013, you are at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with your performance as a director of the Company.



NALWA SONS INVESTMENTS LIMITED

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

Remuneration

The Company will pay sitting fee for attending the meetings of Board of Directors and Committees thereof as decided by the Board of Directors from time to time within the prescribed limits under the Companies Act, 2013.

The Company will also reimburse all direct and indirect expenses reasonably and properly incurred for attending the meetings of Board of Directors and Committees thereof.

Thanking You.

Yours Faithfully,
For and on behalf of Board of Directors
Nalwa Sons Investments Limited

MKG -

(Mahender Kumar Goel)
Whole Time Director
DIN: 00041866

Address: H. No. 1653, Sunita House,
IDDAV School, Sector-14,
Hisar-125001, Haryana

