

NALWA SONS INVESTMENTS LIMITED

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

June 30, 2021

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.: Annual Secretarial Compliance Report for the year ended 31st March, 2021

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019


Dear Sirs,


In terms of Clause 3 (b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of Nalwa Sons Investments Limited ("the Company") for the year ended 31st March, 2021, issued by M/s. Rajesh Garg & Co., Practicing Company Secretaries and Secretarial Auditors of the Company.

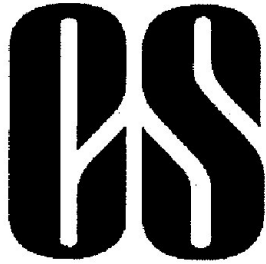
You are requested to take the above on record.

Thanking You.

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


(Ajay Mittal)
Company Secretary





Rajesh Garg and Company

Company Secretaries

H No.1226, Urban Estate-2, Hisar, Haryana-125005

E-Mail:rajeshgargcs2002@yahoo.com

Mobile No.:9812010694

Secretarial Compliance Report of Nalwa Sons Investments Limited (CIN L65993DL1970PLC146414) for the year ended 31-03-2021

We, M/s Rajesh Garg & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by Nalwa Sons Investments Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2021("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



(f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under as applicable to it except in respect of matters specified below.

| Sr. No. | Compliance Requirement (Regulations/Circulars/ guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|---------|--|---|--|
| 1 | Regulations 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015, inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 notified by SEBI on 9 th May, 2018, the Board of directors of the top 1000 listed entities with effect from April 1, 2019 | Regulation 17(1)(c) of SEBI(LODR), Regulations, 2015 between the period from 1 st April, 2020 to 16 th July, 2020 | <p>First term of Mr. Shailesh Goyal(DIN: 03547239) had completed on the close of business hours on 24th March, 2020 and thereafter Outbreak of COVID-19 which had been declared as a Pandemic by World Health Organization, and subsequent lock down ordered by the Central and State Government(s) in India, has caused large economic disruption across the country. The government locked down transport services, closed public and private offices, factories and restricted mobilization. Due to such circumstances, the Board of Directors could not find suitable candidate to induct on the Board of Directors of the Company.</p> <p>Immediately upon resuming of offices, the Board of Directors of the Company started finding suitable candidate to induct on the</p> |



| | | | |
|--|--|--|---|
| | | | Board of Directors of the Company and the Company appointed Mr. Nrender Garg as Non Executive, Independent Director of the Company w.e.f. 17th July, 2020 |
|--|--|--|---|

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|------------|---|
| None | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports(31.03.2019) | Observations made in the secretarial compliance report for the year ended 31.03.2020 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|--|---|--|--|
| 1. | - | The Company has not complied the Regulation 17(1)(c) of SEBI(LODR), Regulations, 2015 between the period from 1 st April, 2019 to 29 th May, 2019 | Immediately upon coming to know from the list of Top 1000 listed companies issued by NSE in April, 2019, the Board of Directors of the Company started finding suitable candidate for the post of Director of the Company and in the very first Board meeting held thereafter, the Company | Actions taken by the Company are satisfactory |



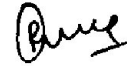
| | | | | |
|----|---|--|---|---|
| | | | appointed Mr. Mahender Kumar Goel as Non Executive, Non Independent Director of the Company w.e.f. 30 th May, 2019. | |
| 2. | - | The Company has not complied the Regulation 17(1)(c) of SEBI(LODR), Regulations, 2015 between the period from 25 th March, 2020 to 31 st March, 2020 | <p>First term of Mr. Shailesh Goyal(DIN: 03547239) had completed on the close of business hours on 24th March, 2020 and thereafter Outbreak of COVID-19 which had been declared as a Pandemic by World Health Organization, and subsequent lock down ordered by the Central and State Government(s) in India, has caused large economic disruption across the country. The government locked down transport services, closed public and private offices, factories and restricted mobilization. Due to such circumstances, the Board of Directors could not find suitable candidate to induct on the Board of Directors of the Company.</p> <p>Immediately upon resuming of offices, the Board of Directors of the Company started finding suitable candidate to induct on the Board of Directors of the Company and the Company appointed Mr. Nrender Garg as Non Executive, Independent Director of</p> | Actions taken by the Company are satisfactory |



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|--|--|--|--|--|
| | | | the Company w.e.f. 17th July, 2020. | |
|--|--|--|--|--|

- (e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

**For M/s. Rajesh Garg & Co.
Company Secretaries**



Rajesh Garg

Prop.

FCS No.: 5960

CP No.:4093

UDIN: F005960C000406613

Place: Hisar

Date: 01-06-2021

