

NALWA SONS INVESTMENTS LIMITED

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

May 30, 2022

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, 2022

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, 2022, 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 31-03-2022

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, 2022(“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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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;



and circulars/ guidelines issued thereunder;

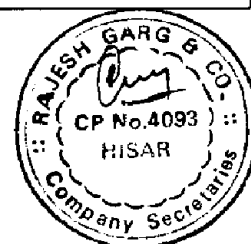
and based on the above examination, I hereby report that, during the Review Period:

- (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 25(10) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015, amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Third Amendment) Regulations, 2021 dated 3 rd August, 2021 read with the corrigendum dated 6 th August, 2021, the Board of directors of the top 1000 listed entities with effect from January 1, 2022	Regulation 25(10) of SEBI(LODR), Regulations, 2015 between the period from 1 st January, 2022 to 31 st March, 2022	The Company, after finding and evaluation the suitable insurance company, has taken the Director and Officer Insurance ('D' and 'O') Insurance Policy for its independent directors from ICICI Lombard General Insurance Company Limited on 25 th May, 2022. As on date of this Report, this regulation is complied.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder 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.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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	Observations made in thesecretarial compliance report for the year ended	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	31.03.2020	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 appointed Mr. Mahender Kumar Goel as Non Executive, Non Independent Director of the Company w.e.f. 30 th May, 2019.	Actions taken by the Company are satisfactory
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	31.03.2020	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	Actions taken by the Company are satisfactory



			<p>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 the Company w.e.f. 17th July, 2020.</p>	
3.	The Company has not complied the Regulation 17(1)(c) of SEBI(LODR), Regulations, 2015 between the period 1 st April, 2020 to 16 th July, 2020	31.03.2021	<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>	Actions taken by the Company are satisfactory



			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 the Company w.e.f. 17th July, 2020	
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- (e) The listed Company has complied with the provisions of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circular and has suitably incorporated in the terms of appointment of its statutory auditors furnished on appointment vide letter dated September 30, 2021.

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

Rajesh Garg

Rajesh Garg

Prop.

FCS No.: 5960

CP No.:4093

UDIN:F005960D000408967

**Place: Hisar
Date: 27-05-2022**

