

NALWA SONS INVESTMENTS LIMITED

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

July 30, 2020

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

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

Security Code No.: 532256

Security Code No.: NSIL

Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2020

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, 2020, issued by Mr. Rajesh Garg of M/s Rajesh Garg & Co., Practising Company Secretaries.

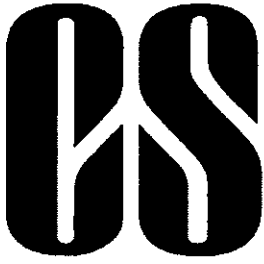
Please take the above on record.

Thanking You.

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

(Ajay Mittal) bbal
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 31-03-2020

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, 2020 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;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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. However regulations mentioned above under clause (f), (g), (h) (i) & (j) are not applicable to the Company during the review period;

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, 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 to induct on the Board of Directors 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.
2	Regulations 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015, inserted by the Securities	Regulation 17(1)(c) of SEBI(LODR), Regulations, 2015 between the period from 25 th	First term of Mr. Shailesh Goyal(DIN: 03547239) had completed on the close of business hours on 24 th March, 2020 and thereafter Outbreak of COVID-19



	<p>and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified by SEBI on 9th May, 2018, the Board of directors of the top 1000 listed entities with effect from April 1, 2019</p>	<p>March, 2020 to 31st March, 2020</p>	<p>which has 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. As informed by the Management, the Company is looking for suitable candidate to induct on the Board of Directors in order to comply with the said regulation.</p>
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- (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) No action has been 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 there under.
- (d) There were no observation made by practising company secretary in previous report and therefore no action required by the listed entity.

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



**Rajesh Garg
Prop.
FCS No.: 5960
CP No.:4093
UDIN: F005960B000348051**

**Place: Hisar
Date: 17-06-2020**

