

NALWA SONS INVESTMENTS LIMITED

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

December 4, 2020

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 Report for the FY 2019-20 including Notice of the 49th Annual General Meeting Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

The 49th Annual General Meeting (“AGM”) of Nalwa Sons Investments Limited (“the Company”) will be held on Monday, December 28, 2020 at 11.00 a.m. IST through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of 49th AGM for the financial year 2019-20 which is being sent through electronic mode to the Members.

We request you to take the above information on record.

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


(Ajay Mittal)
Company Secretary





NALWA SONS INVESTMENTS LIMITED

ANNUAL REPORT
2019-20



FOUNDING PRINCIPLES



Shri O.P. Jindal

August 7, 1930 - March 31, 2005
Founder - O.P. Jindal Group

हाँ! एक सपना देखा था

देश की आज़ाद हवा में, बसा तिरंगा देखा था,
अपने बल पर उड़ान भरता, एक परिंदा देखा था,
सुगम, सुरक्षित और बलवान, ऐसा विश्वास देखा था,
सफल उद्योगों से सुसज्जित, शिक्षित समाज देखा था,
हर परिवार का आँगन, खुशियों से महकता देखा था,
युवा का कौशल-विशाल, सोने सा दमकता देखा था,

आज सितारों से दिखता, तिरंगा जो लहराया है,
नींव जो रखी थी मज़बूत, आज बनी देश की काया है,
बहुत सही मेहनत की धूप, तब मिली सुकून की छाया है,
आज होगा नाज़ उन्हें, सपना जो सच हो आया है!

Executive Director & C.E.O.

Mr. Rakesh Kumar Garg

Directors

Mr. Ram Gopal Garg
 Mr. Rajinder Parkash Jindal
 Mr. Mahender Kumar Goel
 Mrs. Vaishali Deshmukh
 Mr. Nrender Garg

Chief Financial Officer

Mr. Deepak Garg

Company Secretary

Mr. Ajay Mittal

Registrar & Transfer Agent

Link Intime India Private Limited
 Noble Heights, 1st Floor, Plot No. NH2, C1 Block LSC,
 Near Savitri Market, Janakpuri, New Delhi - 110058
 Phone No. (011) 41410592/93/94
 Fax No. (011) 41410591
 Email: delhi@linkintime.co.in
 Website: www.linkintime.co.in

Bankers

State Bank of India
 Standard Chartered Bank
 ICICI Bank Ltd.

Statutory Auditors

M/s. Doogar & Associates
 Chartered Accountants

Secretarial Auditors

M/s. Rajesh Garg & Co.
 Practicing Company Secretary

Registered Office

28, Najafgarh Road,
 Moti Nagar Industrial Area,
 New Delhi - 110 015 India
 Phone: (011) 45021854, 45021812
 Fax: (011) 25928118, 45021982
 Email id: investorcare@nalwasons.com

Corporate Office

Jindal Centre, 12, Bhikaiji Cama Place,
 New Delhi-110066
 Phone : (011) 26188345-60, 41462000
 Fax : (011) 41659169, 26101562

Branch Office

O.P. Jindal Marg,
 Hisar -125 005 (Haryana) India
 Phone: (01662) 222471-83
 Fax: (01662) 220499

CONTENTS	PAGE NO.	49th Annual General Meeting
Notice	1	
Directors' Report	15	Date: 28th December, 2020
Corporate Governance Report	55	Day: Monday
Management Discussion & Analysis Report	76	Time: 11:00 a.m.
Independent Auditors' Report	78	
Balance Sheet	88	
Statements of Profit & Loss Account	90	
Cash Flow Statements	92	
Consolidated Financial Statements	128	
Financial Statement Pursuant to Section 129	176	

Nalwa Sons Investments Limited

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

Phone No.: (011) 45021854, 45021812; Fax No.: (011) 25928118, 45021982

Email Id.: investorcare@nalwasons.com **Website:** www.nalwasons.com

Corporate Office : Jindal Centre,12, Bhikaiji Cama Place,New Delhi-110066

Branch Office: O.P. Jindal Marg, Hisar- 125005, Haryana

Phone: (01662) 222471-83; **Fax:** (01662) 220499

CIN: L65993DL1970PLC146414

NOTICE is hereby given that the **49th Annual General Meeting (“AGM”)** of Members of **Nalwa Sons Investments Limited** will be held on Monday, the **28th day of December, 2020 at 11:00 A.M.** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended on 31st March, 2020, the Reports of Board of Directors and Auditors thereon, and
 - b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2020 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Mahender Kumar Goel (DIN: 00041866), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS:****3. AS A ORDINARY RESOLUTION:****APPOINTMENT OF MR. NRENDER GARG AS AN INDEPENDENT DIRECTOR.**

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, and Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nrender Garg (DIN: 08486246), who was appointed as an Additional Director (Independent) w.e.f. 17th July, 2020 by the Board of Directors upon identification by the Nomination and Remuneration Committee (“Committee”) of the Company after satisfying the criteria laid down by the Committee, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 17th July, 2020 till 16th July, 2025.”

4. AS A SPECIAL RESOLUTION:**RE-APPOINTMENT OF MRS. VAISHALI DESHMUKH AS AN INDEPENDENT DIRECTOR.**

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, and Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vaishali Deshmukh (DIN: 07133868), who was appointed as an Additional Director (Independent) w.e.f. 25th March, 2020 by the Board of Directors upon recommendations of the

Nomination and Remuneration Committee of the Company ("Committee") after satisfying the criteria laid down by the Committee, be and is hereby re-appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 25th March, 2020 till 24th March, 2025."

Branch Office:

O.P. Jindal Marg,
Hisar-125005
November 11,2020

By Order of the Board

For Nalwa Sons Investments Limited

(Ajay Mittal)

Company Secretary
ICSI Membership No. : A47240

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM Facility, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and circular dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), the 49th AGM of the Company is being held through VC / OAVM Facility. The detailed procedure for participating in the meeting through VC/OAVM Facility is mentioned hereunder in this notice. The deemed venue for the 49th AGM shall be the Registered Office of the Company.

In terms of the MCA Circulars and SEBI Circular, the Notice of the 49th AGM will be available on the website of the Company at www.nalwasons.com, on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at <https://www.nseindia.com> and also on the website of Link Intime India Private Limited, at <https://instavote.linkintime.co.in>

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM Facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 49th AGM of the Company and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Attendance of the Members of the Company, participating in the 49th AGM through VC / OAVM Facility will be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 49th AGM and facility for those Members participating in the 49th AGM to cast vote through e-Voting system during the 49th AGM. Link Intime India Private Limited ("Link Intime"/"RTA") will be providing facility for voting through remote e-Voting, for participation in the 49th AGM through VC/OAVM Facility and e-Voting during the 49th AGM.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the AGM is annexed hereto.

6. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") of the person seeking appointment/re-appointment as Director under Item No. 2,3 and 4 of the Notice, are also attached. The Company has received relevant disclosures / consent from the Directors seeking appointment/re-appointment.
7. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, December 21, 2020 to Thursday, December 24, 2020 (both days inclusive)
8. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
9. SEBI had also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after March 31, 2019, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.
10. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in despatch of physical copies of the Notice of the 49th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for financial year ended 31st March, 2020, are being sent only by email to the Members. Members who have not registered their email addresses with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 49th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can now register the same by submitting a duly filled-in request form mentioning their folio number, complete address, email address to be registered along with scanned self attested copy of the PAN Card and any document (such as Driving Licence, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by email to the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
11. The voting rights of 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. 21st December, 2020 and as per the Register of Members of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
12. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
13. Since 49th AGM of the Company will be held through VC / OAVM Facility, therefore Route Map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Item No. 3

The Board of Directors had appointed Mr. Nrender Garg (DIN: 08486246) as an Additional Director (Independent) with effect from 17th July, 2020 on recommendations of the Nomination and Remuneration Committee of the Company. In terms of provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), he will hold office up to the date of AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing his candidature for the office of Director.

In terms of Section 149 of the Act read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director can hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation.

The Board of Directors considered the matter of his appointment in its meeting held on November 11, 2020 on recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and recommended his appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, for a term of 5 (five) consecutive years commencing from July 17, 2020 till July 16, 2025. In the opinion of the Board, he fulfils the conditions of appointment as an Independent Director as specified in the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Mr. Nrender Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Nrender Garg is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

His brief resume, educational and professional qualifications, nature of his work experience etc. is given under the head "Additional Information".

A copy of the letter of appointment of Mr. Nrender Garg setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company, till the date of AGM. Your Directors recommend the resolution set out at Item No. 3 as an Ordinary Resolution for your approval.

Mr. Nrender Garg is interested in the resolution set out at Item No. 3 of this Notice with regard to his appointment. Relatives of Mr. Nrender Garg may be deemed to be interested in the resolution 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. 4

In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. Further, in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

Mrs. Vaishali Deshmukh (DIN: 07133868) had joined the Board of Directors of the Company on 25th March, 2015 as a Non-Executive Independent Director. She was appointed as an Independent Director for a term of 5 years commencing from 25th March, 2015. Her appointment was approved by the Shareholders at the 44th Annual General Meeting of the Company held on 28th September, 2015. The 1st term of her appointment was upto 24th March, 2020.

The Board of Directors, on recommendations of Nomination and Remuneration Committee, re-appointed her as an Additional Director (Independent) with effect from 25th March, 2020 to hold office till the conclusion of this Annual General Meeting of the Company.

Further, the Board of Directors in its meeting held on November 11, 2020, on recommendations of the Nomination and Remuneration Committee and keeping in view her performance, skills, experience and

contributions, approved seeking the consent of Members for reappointment herself as an Independent Director for a further period of five years with effect from 25th March, 2020, whose office shall not be liable to retire by rotation.

In the opinion of the Board, her continued association would be of immense benefit to the Company. Mrs. Vaishali Deshmukh fulfills conditions of re-appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from her that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is also not debarred from holding the office of a director by virtue of any Order of SEBI or any other authority.

Her brief resume, educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information".

A copy of the letter of re-appointment of Mrs. Vaishali Deshmukh setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company, till the date of AGM. Your Directors recommend the resolution set out at Item No. 4 as a Special Resolution for your approval.

Mrs. Vaishali Deshmukh is interested in the resolution set out at Item No. 4 of this Notice with regard to her re-appointment. Her relatives may be deemed to be interested in the resolution 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.

Branch Office:

O.P. Jindal Marg,
Hisar-125005
November 11,2020

By Order of the Board

For Nalwa Sons Investments Limited

(Ajay Mittal)

Company Secretary
ICSI Membership No. : A47240

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 members to cast their votes electronically on the resolutions mentioned in the Notice of the 49th AGM of the Company to be held on Monday, the 28th day of December, 2020. The Company has appointed Mr. Rajesh Garg, (Membership No. 5960) of M/s. Rajesh Garg & Co., Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process and e-voting during the AGM in a fair and transparent manner. The list of shareholders/beneficial owners shall be reckoned on the equity shares as on 21st December, 2020.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting during the 49th AGM may contact Mr. Rajiv Ranjan (AVP) at the designated email ID: rajiv.ranjan@linkintime.co.in or contact at 022-49186000.

The remote e-voting period will commence on 24th December, 2020 at 9.00 a.m. (IST) and ends on 27th December, 2020 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 21st December, 2020, may cast their vote electronically. The remote 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.

Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of Link Intime e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:-

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members 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) (Members 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 CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of Link Intime: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.

6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime 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.

If you have forgotten the password:

- o Click on '**Login**' under 'SHARE HOLDER' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members 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.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

General Guidelines for shareholders:

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the 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".
- Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

Shareholders/Members are entitled to attend and participate in the Annual General Meeting through VC/OAVM Facility being provided by Link Intime by following the below mentioned process:

1. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and shall be kept open till the expiry of 15 minutes after the schedule time on first come first basis.
2. Up to 1,000 members will be able to join on a first come first served basis to the AGM.

Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come first basis.

3. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Members shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

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

C. Mobile No.: Enter your mobile number.

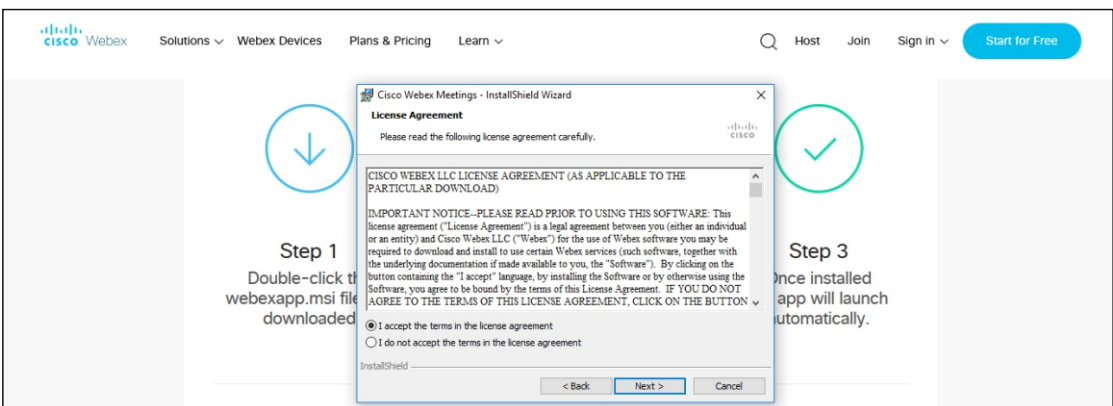
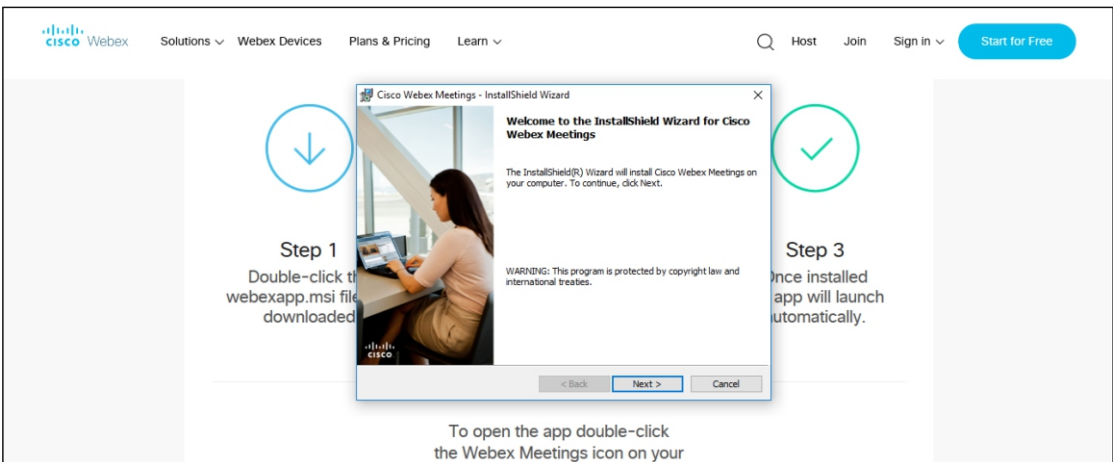
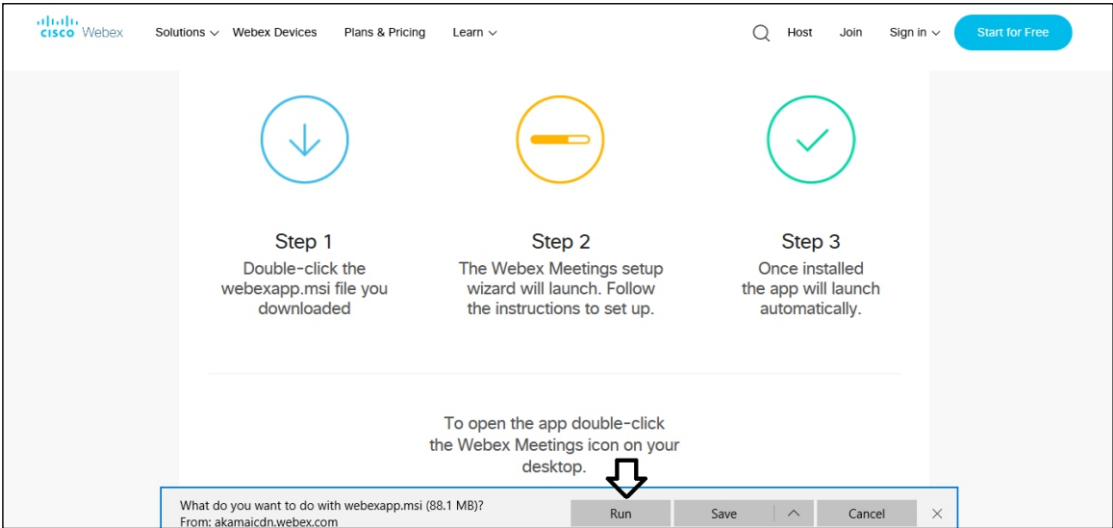
D. Email ID: Enter your email id, as recorded with your DP/Company.

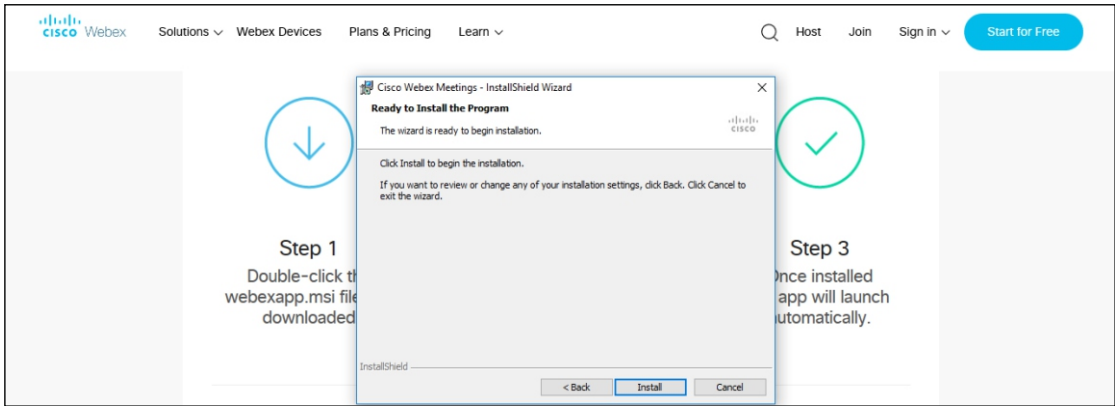
Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer below instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you hereunder/ InstaMEET website.

Guidelines to attend the AGM proceedings of the Company at InstaMEET of Link Intime India Pvt. Ltd.:

The screenshot displays the Cisco Webex website interface. The top navigation bar includes the Cisco Webex logo, menu items for Solutions, Webex Devices, Plans & Pricing, and Learn, along with search, Host, Join, Sign in, and a Start for Free button. The main content area is split into two columns. The left column is titled 'Webex Meetings' and asks 'Looking for real time video conferencing?'. It lists features: HD video for face-to-face meetings, Flexible audio-only conference call options, Easy screen sharing, and Meet across any device. Below this is a 'Download for Windows' button with a left-pointing arrow. The right column is titled 'Webex Teams' and asks 'Looking for messaging and team collaboration?'. It lists features: One-on-one or group messaging, Digital two-way whiteboarding, Rich content and file sharing, and Video calling. Below this is a 'Download for Windows' button and a 'Download Teams VDI' link. At the bottom, there are links for 'Also available here:' with icons for mobile devices and a 'GET IT ON' logo.





or

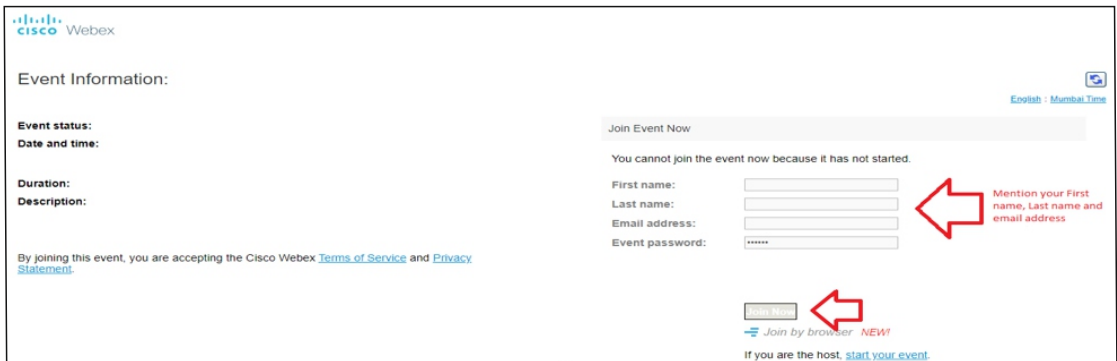
a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1: Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) : If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

1 (B) : If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.



Instructions for Shareholders to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the Company on the Email Id. investorcare@nalwasons.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

FOR ATTENTION OF SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 49th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company investorcare@nalwasons.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning their name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company investorcare@nalwasons.com

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.
3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nomination is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.
5. **The Company has created an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.**
6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
7. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at registered office of the Company and registered office of the subsidiary companies on any working day except holidays.
8. The Scrutinizer shall after the conclusion of e-Voting at the 49th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 49th AGM, who shall then countersign and declare the result of the voting forthwith.
9. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to investorcare@nalwasons.com.
10. **Mandatory updating of PAN and Bank details against your physical holding**

The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018, mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by all the shareholders.
- Self-attested copy of PAN Card of all the shareholders.
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing

- the name of the account holder) of the first holder.
- Address proof (self-attested Aadhar-card) of the first holder.
 - Any change in the name of the holders.

Note:

You are requested to ignore this communication if you have already updated you details with RTA / Company.

Details of Director seeking appointment/re-appointment at the Annual General Meeting to be held on Monday, the 28th day of December, 2020

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Mahender Kumar Goel	Mr. Nrender Garg	Mrs. Vaishali Deshmukh
DIN	00041866	08486246	07133868
Date of Birth/ Age	10/12/1957; 62 years	02/10/1975; 45 years	29/03/1976; 44 years
Date of Appointment in the Current Term	May 30, 2019	July 17, 2020	March 25, 2020
Qualification	Under Graduate; 36 Years	Graduate; 25 Years	Post Graduate; 20 Years
Expertise/ Experience in specific functional area	He is having rich experience in business management and managing the industrial units. He has experience of more than 36 years in marketing and general administration.	Mr. Nrender Garg, Bachelor of Arts, has a work experience of more than 25 years in various fields such as marketing, administration and Finance etc.	Mrs. Vaishali Deshmukh is a Graduate in Science, Post Graduate in Social work in labour welfare and personnel Management and PHO in Health Management. She had 20 years of experience in public Health research. Her research experience focuses on Managing and Coordinating multi site studies, implementing it at the group level and contributing it to scientific knowledge.
Directorship in other Indian Public Limited Companies as on 31.03.2020 *	<ul style="list-style-type: none"> - Sonabheel Tea Ltd. - Renuka Financial Services Limited - Colorado Trading Company Limited - Brahmputra Capital and Financial Services Limited - Stainless Investments Limited - Nalwa Engineering Company Limited 	<ul style="list-style-type: none"> - JSL Limited - JSL Logistics Limited - JSL Media Limited 	<ul style="list-style-type: none"> - Jindal Coke Limited - Jindal United Steel Limited - Brahmputra Capital and Financial Services Limited
Chairman/Membership of Committees in other Indian Public Limited Companies (C=Chairman; M= Member) # No. of shares held in the Company	Audit Committee and Stakeholder Committee:- <ul style="list-style-type: none"> - Renuka Financial Services Limited(M) - Brahmputra Capital and Financial Services Limited(M) 	-	Audit Committee:- <ul style="list-style-type: none"> - Jindal Coke Limited(M) - Jindal United Steel Limited(M)

Relationship with other Directors, Managers or KMP	NA	NA	NA
Number of meetings of Board attended during the year	7	NA	4
Last Remuneration Drawn and Remuneration proposed to be paid and Terms and conditions of appointment	Nil As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. www.nalwasons.com	NA	Nil As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. www.nalwasons.com

* Excluding directorship in Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Only two committees i.e. Audit Committee and Stakeholders' Relationship Committee have been considered as per provisions of Regulation 26 of the SEBI (LODR) Regulations, 2015.

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the Forty-Ninth Annual Report on the Business and Operations of your Company together with the Standalone and Consolidated Financial Statements for the year ended 31st March, 2020.

1. FINANCIAL RESULTS

The Financial performance of the Company during the year 2019-20 is summarized below:

(₹ in Lakhs)

PARTICULARS	Standalone		Consolidated	
	Year Ended 31.03.2020	Year Ended 31.03.2019	Year Ended 31.03.2020	Year Ended 31.03.2019
Revenue from Operations	4,095.17	3,184.96	5,896.86	4,922.05
Other Income	5.25	22.20	7.30	31.96
Total Income	4,100.42	3,207.16	5,904.16	4,954.01
Total Expenses	2,604.14	(527.87)	4,970.44	(121.75)
Profit before Exceptional items & Tax	1,496.28	3,735.03	933.72	5,075.76
Exceptional Item	-	-	-	4,077.02
Current Tax	90.49	-	297.52	218.78
Deferred Tax Liability/(Assets)	(1,052.20)	457.94	(1,316.34)	457.93
Profit for the year after Tax	2,457.99	3,277.09	1,942.60	8,525.53
Total Comprehensive Income	(40,973.78)	(9,299.84)	(43,365.18)	(6,409.26)

The Company has adopted Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the companies (India Accounting Standards) Rules, 2015 from 1st April, 2018 and the effective date of such transition is 1st April, 2018.

The financial results for the year ended March 31, 2019 have been restated to comply with Ind AS to make them comparable.

2. COMPANY'S PERFORMANCE

On a standalone basis, the Income of the Company by way of dividend, interest and other income stood at Rs. 4,100.42 lakh during the financial year ended 31st March, 2020 as compared to Rs. 3,207.16 lakh during the previous year. Profit before exceptional items & Tax at Rs. 1,496.28 Lakh as compared to Rs. 3,735.03 lakh during previous year. Profit after tax stood at Rs. 2,457.99 lakh as compared to Rs. 3,277.09 lakh during the previous year.

On a consolidated basis, the Total Income stood at Rs. 5,904.16 lakh during the financial year ended 31st March, 2020 as compared to Rs. 4,954.01 lakh during the previous year. Profit after tax stood at Rs. 1,942.60 lakh as compared to Rs. 8,525.53 lakh during the previous year.

3. FUTURE PROSPECTS

Your Company holds significant investments in Equity Shares of O.P. Jindal Group of Companies, therefore the business prospects of the Company largely depends on the business prospects of O.P. Jindal Group of Companies

and the steel industry. The Indian steel industry has entered into a new development stage, riding high on the resurgent economy and rising demand for steel.

Your Company is looking forward for a sustainable growth in its investee Companies in the coming years which would enhance the shareholders' value. Considering the forecasted growth in the economy as a whole and the steel industry in particular, the Company expects to enhance its entrenched value for the benefit of the shareholders' at large.

4. DIVIDEND & INVESTOR EDUCATION AND PROTECTION FUND

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for the year under review.

There is no unclaimed and unpaid dividend remaining due with the Company. Hence, the Company has not transferred any amount to Investor Education and Protection Fund of Government of India during the financial year under review.

5. TRANSFER TO RESERVES

An amount of Rs. 491.60 Lakh was transferred to Statutory Reserve Fund during the financial year under review.

6. DEPOSITS

Your Company has not accepted/received any deposits during the year under report falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity shares of Rs. 10 (Rupees Ten only) each. The paid up equity share capital as on March 31, 2020 is Rs. 5,13,61,630 (Rupees Five Crore Thirteen Lakh Sixty One Thousand Six Hundred and Thirty only) comprising 51,36,163 (Fifty One Lakh Thirty Six Thousand One Hundred and Sixty Three only) equity shares.

There was no buy back of equity shares, public issue of securities, rights issue, bonus issue or preferential issue etc. during the year under review. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

8. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for the Financial Year 2019-20, is prepared in compliance with the applicable provisions of the Companies Act, 2013, Indian Accounting Standards(IND-AS) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Your Company does not have any Holding Company. The Company has 4 direct Subsidiaries as on March 31, 2020, namely (i) Jindal Steel & Alloys Ltd. (JSAL) (ii) Jindal Holdings Ltd. (JHL) (iii) Jindal Stainless (Mauritius) Ltd. (JSML) (iv) Brahmaputra Capital & Financial Services Ltd. Jindal Equipment Leasing and Consultancy Services Ltd. is an associate of the Company. During the financial year 2019-20, Jindal Holdings Limited with requisite approval of RBI and of Ministry of Corporate Affairs has changed the nature of its business from NBFC to Non-NBFC's Company.

On dated 11th November, 2020, the Company has entered into a Share Purchase Agreement (“SPA”) with Mr. Rajeev Rahlan, resident of 3192, Bennett Place, Aurora, IL, 60502, USA (the Acquirer), to sell and transfer the entire equity shareholding (already provided in books of accounts) held by it in Jindal Stainless (Mauritius) Limited (“JSML”) a non-operative and non-material wholly-owned subsidiary. Upon completion of the formalities stated in the SPA and transfer of shares, JSML would cease to be subsidiary of the Company.

In terms of the provisions of Section 136 of the Act, the standalone financial statements of the Company, consolidated financial statements of the Company, along with other relevant documents and separate audited accounts of the subsidiaries, are available on the website of the Company, at the link: viz. www.nalwasons.com.

The members, if they desire, may write to the Secretarial Department of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the financial statements of the subsidiary companies. A statement containing the salient features of the financial statement of the subsidiaries and associate companies in the prescribed Form AOC - 1 is attached along with financial statements. The statement also provides the details of performance and financial position of each of the subsidiary company. Your Company has framed a policy for determining “Material Subsidiary” in terms of Regulation 16(6) of SEBI LODR, which is available at the website of the Company at the link:

http://nalwasons.com/pdf/Policy_for_determining_material_subsidiaries_NSIL001.pdf

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board had induced Mr. Mahender Kumar Goel as an additional Director on the Board of Directors w.e.f. 30th May, 2019. The Resolution for his appointment as Director was passed by the members at the 48th Annual General Meeting.

First term of Mr. Shailesh Goyal and Mrs. Vaishali Deshmukh was upto the closing of working hours of 24th March, 2020. Accordingly Mr. Shailesh Goyal was ceased to be director of the Company w.e.f. closing of working hours of 24th March, 2020. The Board places on record its sincere appreciation for the valuable contribution made by Mr. Shailesh Goyal during his tenure. The Board of Directors has approved re-appointment of Mrs. Vaishali Deshmukh, as a non-executive, Independent Director, to hold office for a 2nd term of 5 consecutive (five) years w.e.f. 25th March, 2020, subject to approval of members in the ensuing Annual General Meeting.

Mr. Raghav Sharma resigned from the post of Company secretary of the company w.e.f. closing of working hour 31st August 2019. The Board places on record its sincere appreciation for the valuable contribution made by Mr. Raghav Sharma during his tenure. Mr. Ajay Mittal was appointed as Company Secretary of the company w.e.f. 28th February, 2020.

Mr. Nrender Garg was appointed as Additional Director (Non Executive, Independent) w.e.f. 17th July, 2020. The requisite resolution for appointment of Mr. Nrender Garg as a non-executive Independent Director, to hold office for a 1st term of 5 consecutive (five) years w.e.f. 17th July, 2020 will be placed before the members for their approval at the ensuing Annual General Meeting.

Mr. Mahender Kumar Goel, who retires by rotation at the ensuing AGM as per the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Brief resumes of the abovementioned Directors being appointed / re-appointed, nature of their expertise in specific functional areas, details of Directorship in other companies, membership / chairmanship of committees of the board and other details, as stipulated under Regulation 36(3) of SEBI LODR and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are given in the Notice forming part of the Annual Report.

All Independent Directors have given declaration to the Company that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI LODR. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order or any other statutory authority.

Your Company has also devised a Policy on Familiarization Programme for Independent Directors which aims to familiarize the Independent Directors with your Company, nature of the industry in which your Company operates, business operations of your Company etc. The said Policy may be accessed on your Company's website at the link:

<http://nalwasons.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20NSIL.pdf>

11. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met seven times during the financial year ended on 31st March, 2020. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report forming part of this Report.

In term of requirements of Schedule IV to the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on May 30, 2019.

The Independent Directors at the meeting reviewed the following:

- a. Performance of Non-Independent Directors and the Board as a whole and
- b. Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

12. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 ("the Act") and the Corporate Governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"), the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

An annual performance evaluation of all Directors, the Committees of Directors and the Board as a whole for the year under review was carried out. For the purpose of carrying out performance evaluation, assessment questionnaires were circulated to all Directors and their feedback was obtained and recorded. The Directors expressed their satisfaction with the evaluation process.

13. POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS, KMP & OTHER SENIOR EMPLOYEES

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which is a part of this report.

14. DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 (“the Act”), the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure – A**.

Pursuant to Section 134(3)(a) of the Act, as amended, the extract of Annual Return of the Company can be accessed on the Company’s website at the link: www.nalwasons.com

16. DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) read with Section 134(5) of the Companies Act, 2013 with respect to directors’ responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit and loss of the Company for the year ended on that date;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

17. AUDITORS

a) Statutory Auditor:

At the Company’s 46th Annual General Meeting (AGM) held on September 28, 2017, M/s Doogar & Associates, Chartered Accountants, 13, Community Centre, East of Kailash, New Delhi - 110 065, Firm Registration No. 000561N, were appointed as Statutory Auditors of the Company for a period of five consecutive years. As per the provisions of Section 139 of the Act, they have confirmed that they are not disqualified from continuing as Auditors of the Company. Further, the report of the Statutory Auditors along with notes to Schedules is a part of the Annual Report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

b) Secretarial Auditor:

The Board had appointed M/s Rajesh Garg & Co., Practicing Company Secretary to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed herewith marked as **Annexure – B1** to this Report. Secretarial Audit report(s) of Indian unlisted material subsidiaries are also attached as Annexure **B2, B3 and B4** to this report.

The Secretarial Audit Report of your company contains the following qualification, reservation or adverse remark

as follows:

1. The composition of Board of Directors of the Company was less than six between the period 1st April, 2019 to 29th May, 2019 in compliance with 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 9th May, 2018.
2. The composition of Board of Directors was less than six between the period 25th March, 2020 to 31st March, 2020 in compliance with 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 9th May, 2018.

Management's Reply:

1. 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. 30th May, 2019.
2. 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.

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.

18. AUDIT COMMITTEE

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report.

19. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to the provisions of Section 135 of the Act, read with CSR Rules, the Company has constituted CSR committee and formulated CSR policy. The policy primarily rests on four broad categories: Environment, Health, Education and Community Development.

The Disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report at **Annexure - C**.

The CSR Policy can be accessed on the Company's website at the link: <http://nalwasons.com/pdf/CSR%20Policy-NSIL.pdf>

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

The particulars of loans, guarantees or investments by the Company are stated in Notes to Accounts, forming part of this Annual Report.

21. TRANSACTIONS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required.

Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

Moreover, Policy on Related Party Transactions in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the provisions of the Companies Act, 2013 is uploaded at the web link: http://nalwasons.com/pdf/Related_Party_Transactions-file001.pdf

Pursuant to Part A of Schedule V to the Listing Regulations, there were no transactions of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.

22. DISCLOSURE REQUIREMENTS

As per Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis report are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

23. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY (OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE DIRECTORS REPORT)

There have been no other material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

24. PARTICULARS REGARDING THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company is not engaged in any manufacturing activity, particulars under section 134(4)(l) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption are not available.

There were no foreign exchange transactions during the year.

25. RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and mitigation procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has also devised a Risk Management Policy for identification of elements of risks and procedures for reporting the same to the Board.

26. PARTICULARS OF EMPLOYEES.

The information required under Section 197 (12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure – D**.

27. RESERVE BANK OF INDIA GUIDELINES

Your Company has duly complied with all applicable rules, regulations and guidelines issued by Reserve Bank of India for NBFCs from time to time.

28. INTERNAL FINANCIAL CONTROLS

The Board of Directors in consultation with Internal Auditors have laid down the Internal Financial Control Framework, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The Statutory Auditors has reviewed and reported on the adequacy of the Internal Financial Controls as per the provisions of the Companies Act, 2013 and the same is forming part of Financial Statements and Auditors' Report.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

During the year under review, there were no cases filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Vigil Mechanism namely, Whistle Blower Policy for directors, employees and business partners to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The Whistle Blower Policy is posted on the website of the Company and can be accessed at the link: http://nalwasons.com/pdf/Whistle_Blower_Policy001.pdf

31. FAMILIARIZATION PROGRAMME FOR BOARD MEMBERS INCLUDING INDEPENDENT DIRECTORS

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with Company's procedures and practices.

The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The familiarization programme for Independent Directors in terms of the provisions of Regulations 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is uploaded on the website of the Company and can be accessed through the following link:

<http://nalwasons.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20NSIL.pdf>

Your Company has also devised a Policy on Familiarization Programme for Independent Directors. The said Policy may be accessed on your Company's website at the link:

http://nalwasons.com/pdf/Policy_on_familiarisation_programme_for_independent_directors_NSIL001.pdf

32. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of Company's business during the financial year ended on 31st March, 2020.

33. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the listing regulations forms part of this Annual Report.

35. HUMAN RESOURCES

The Company continues to put due emphasis on appropriate human resource development for its business. The employees of your Company and the Group fully identify with the Company's and Group's vision and business goals.

36. E-VOTING PLATFORM

In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") read with Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India, your Company is registered with Link Intime India Private Limited for providing E-Voting services to set up an electronic platform to facilitate shareholders to cast votes through remote e-voting and also through e-voting system at the ensuing Annual General Meeting (scheduled to be held through Video Conferencing/ Other Audio Visual Means) on the business to be transacted at the said AGM.

Detailed procedure is provided in the Notice convening the Annual General Meeting sent to the Shareholders.

37. BUSINESS RESPONSIBILITY REPORT

Your Company is committed to grow the business responsibly with a long term perspective as well as to the nine principles enshrined in the National Voluntary Guidelines (NVGs) on social, environmental and economic responsibilities of business, as notified by the Ministry of Corporate Affairs, Government of India, in July, 2011.

Further Security Exchange Board of India (SEBI) has mandated top 1,000 listed companies of India by market capitalization to publish a Business Responsibility Report (BRR) based on NVG under SEBI Regulation 34(2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR") as amended.

The first Business Responsibility Report ("BRR") of your Company as per the requirements of Regulation 34(2)(f) of the SEBI LODR describing the initiatives taken by the Company from an environmental, social and governance perspective, along with all the related policies can be viewed on the Company's website at: www.nalwasons.com.

38. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations includes, changes in Government Regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

39. ACKNOWLEDGEMENT

The Directors thank the Company's employees, customers, vendors, banks and investors for their continuous support.

The Directors also thank the Government of India, Governments of various states in India and other concerned Government departments and agencies for their co-operation.

For and on behalf of the Board of Directors

Place: Hisar

Date: November 11, 2020

Rakesh Kumar Garg

Executive Director & C.E.O.

DIN: 00038580

Rajinder Parkash Jindal

Director

DIN: 00004594

Annexure- A to Boards' Report

Form No. MGT- 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:		
i	CIN	L65993DL1970PLC146414
ii	Registration Date	November 18,1970
iii	Name of the Company	Nalwa Sons Investments Limited
iv	Category / Sub-category of the Company	Public company limited by shares/ Indian Non Government Company
v	Address of the Registered office and contact details	28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi- 110015 Tel: 011-45021854, 45021812 Fax: 011-45021982, 25928118 Website: www.nalwasons.com Email: investorcare@nalwasons.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Noble Heights, 1st Floor, Plot No. NH2, C1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:			
Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1.	Dividend	642	70.61
2.	Interest	642	29.26

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Jindal Steel & Alloys Ltd. Satyagruh Chavani, Lane No. 21 , Bungalow No.508 Nr, Jodhpur Cross Road, Satellite, Ahmedabad- 380015, Gujarat	U74920GJ1993PLC069400	Subsidiary	99.99%	2(87)(ii)
2	Jindal Holdings Limited Satyagruh Chavani, Lane No. 21 , Bungalow No.508 Nr, Jodhpur Cross Road, Satellite, Ahmedabad- 380015, Gujarat	U51100GJ1990PLC066451	Subsidiary	86.95%	2(87)(ii)
3	Jindal Stainless (Mauritius) Limited (JSML) IFS Court, Bank Street, Twenty Eight , Cybercity, Ebene- 72201, Mauritius	Foreign Company	Subsidiary	100%	2(87)(ii)
4	Brahmputra Capital and Financial Services Limited. 87, SFS Flats, Ashok Vihar PH-3, New Delhi-110052	U74899DL1994PLC373555	Subsidiary	50.10%	2(87)(ii)
5	Jindal Equipment Leasing And Consultancy Services Limited 28, Najafgarh Road, New Delhi-110015	U65921DL1984PLC349767	Associate	19.90%/ 25.52%*	2(6)

* Represent voting power

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year – 1st April, 2019				No. of Shares held at the end of the year – 31st March, 2020				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
Indian									
a. Individual / HUF	27,110	-	27,110	0.53	27,110	-	27,110	0.53	-
b. Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	28,19,328	-	28,19,328	54.89	28,19,328	-	28,19,328	54.89	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Other (Trusts)	60	-	60	0.00	60	-	60	0.00	-
Sub-total (A) (1)	28,46,498	-	28,46,498	55.42	28,46,498	-	28,46,498	55.42	-
Foreign									
a. Individuals (NRIs/ Foreign Ind)	9,972	-	9,972	0.19	9,972	-	9,972	0.19	-
b. Bodies Corp.	-	-	-	-	-	-	-	-	-
c. Institutions	-	-	-	-	-	-	-	-	-
d. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	9,972	-	9,972	0.19	9,972	-	9,972	0.19	-
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	28,56,470	-	28,56,470	55.61	28,56,470	-	28,56,470	55.61	-
B. Public Shareholding									
Institutions									
a. Mutual Funds/UTI	523	897	1,420	0.03	523	897	1,420	0.03	-
b. Banks / FI	28,319	1,157	29,476	0.58	200	1,157	1,357	0.03	0.55
c. Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-

d. Venture Capital Funds	-	-	-	-	-	-	-	-	-
e. Insurance Companies	-	-	-	-	28,125	-	28,125	0.55	0.55
f. FIs	-	685	685	0.01	-	685	685	0.01	-
g. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i. Any other									
Foreign Portfolio Investors-Corporate	2,38,223	-	2,38,223	4.64	2,28,853	-	2,28,853	4.46	0.18
Sub-total (B) (1)	2,67,065	2,739	2,69,804	5.25	2,57,701	2,739	2,60,440	5.07	0.18
Non-Institutions									
a. Bodies Corp.	6,96,981	4,377	7,01,358	13.66	8,51,492	4,377	8,55,869	16.66	3.00
b. Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	3,71,210	1,47,695	5,18,905	10.10	3,66,747	1,41,061	5,07,808	9.89	0.21
(ii) Individual share holder holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	-	-	-	-	-
c. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d. Any other									
Trusts	1,707	-	1,707	0.03	1,707	-	1,707	0.03	-
Non Resident Indians	7,28,805	29,632	7,58,437	14.77	5,47,857	28,655	5,76,512	11.22	3.55
Overseas Corporate Bodies	-	97	97	0.00	-	97	97	0.00	-
Foreign nationals	227	-	227	0.00	227	-	227	0.00	-
Clearing Members	9,324	-	9,324	0.18	55,408	-	55,408	1.08	0.9
Hindu Undivided Families	19,647	187	19,834	0.39	21,438	187	21,625	0.42	0.03
Sub-total (B) (2)	18,27,901	1,81,988	20,09,889	39.40	18,44,876	1,74,377	20,19,253	39.31	0.09
Total shareholding of Public (B) = (B)(1)+(B)(2)	20,94,966	1,84,727	22,79,693	44.39	21,02,577	1,77,116	22,79,693	44.39	-
C. Shares held by Custodian and against which GDS have been Issued									
Promoter & Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	49,51,436	1,84,727	51,36,163	100	49,59,047	1,77,116	51,36,163	100	-

(ii) Shareholding of Promoters

Sl. No.	Category of Shareholders	Shareholding at the beginning of the year – 1st April, 2019			Shareholding at the end of the year – 31st March, 2020			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Abhyuday Jindal	1,206	0.02	-	1,206	0.02	-	-
2	Arti Jindal	781	0.02	-	781	0.02	-	-
3	Deepika Jindal	3,760	0.07	-	3,760	0.07	-	-
4	Goswamis Credit & Investment Limited	12,721	0.25	-	12,721	0.25	-	-
5	JSW Holdings Limited	25,014	0.49	-	25,014	0.49	-	-
6	Naveen Jindal	692	0.01	-	692	0.01	-	-
7	Naveen Jindal HUF	5,854	0.11	-	5,854	0.11	-	-
8	Parth Jindal	100	0.00	-	100	0.00	-	-
9	Prithvi Raj Jindal	1,698	0.03	-	1,698	0.03	-	-
10	P R Jindal HUF	3,163	0.06	-	3,163	0.06	-	-
11	Ratan Jindal	4,024	0.08	-	4,024	0.08	-	-
12	R.K. Jindal & Sons HUF	756	0.01	-	756	0.01	-	-
13	Sajjan Jindal	100	0.00	-	100	0.00	-	-
14	S K Jindal & Sons HUF	1,809	0.04	-	1,809	0.04	-	-
15	Sangita Jindal	100	0.00	-	100	0.00	-	-
16	Sarika Jhunjhunwala	4,250	0.08	-	4,250	0.08	-	-
17	Saroj Bhartia	2	0.00	-	2	0.00	-	-
18	Savitri Devi Jindal	4815	0.09	-	4815	0.09	-	-
19	Seema Jajodia	49	0.00	-	49	0.00	-	-
20	Sminu Jindal	2,382	0.05	-	2,382	0.05	-	-
21	Tanvi Shete	100	0.00	-	100	0.00	-	-
22	Tarini Jindal Handa	100	0.00	-	100	0.00	-	-
23	Tripti Jindal	662	0.01	-	662	0.01	-	-
24	Urmila Bhuwalka	48	0.00	-	48	0.00	-	-
25	Urvi Jindal	631	0.01	-	631	0.01	-	-
26	Glebe Trading Private Limited	1,22,306	2.38	-	1,22,306	2.38	-	-
27	Vinamra Consultancy Private Limited	100	0.00	-	100	0.00	-	-
28	JSL Limited	1,20,615	2.35	-	1,20,615	2.35	-	-
29	Worldone Trading Private Limited	1,24,446	2.42	-	1,24,446	2.42	1.53	-

30	Danta Enterprises Private Limited	5,71,386	11.12	-	5,71,386	11.12	-	-
31	Sahyog Holding Private Limited	100	0.00	-	100	0.00	-	-
32	Virtuous Tradecorp Private Limited	5,71,385	11.12	-	5,71,385	11.12	-	-
33	OPJ Trading Private Limited	5,71,386	11.12	-	5,71,386	11.12	11.11	-
34	JSW Organics Ltd.	1,28,583	2.50	-	1,28,583	2.50	-	-
35	Genova Multisolutions Private Limited	5,71,286	11.12	-	5,71,286	11.12	-	-
36	Sajjan Jindal (As a trustee for Sajjan Jindal Family Trust)	10	0.00	-	10	0.00	-	-
37	Sajjan Jindal (As a trustee for Sajjan Jindal Lineage Trust)	10	0.00	-	10	0.00	-	-
38	Sajjan Jindal (As a trustee for Sangita Jindal Family Trust)	10	0.00	-	10	0.00	-	-
39	Sajjan Jindal (As a trustee for Tarini Jindal Family Trust)	10	0.00	-	10	0.00	-	-
40	Sajjan Jindal (As a trustee for Tanvi Jindal Family Trust)	10	0.00	-	10	0.00	-	-
41	Sajjan Jindal (As a trustee for Parth Jindal Family Trust)	10	0.00	-	10	0.00	-	-
	Total	28,56,470	55.61	-	28,56,470	55.61	12.68	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date wise Increase/ Decrease in shareholding during the year			No. of share at the end of the year as on 31/03/2020
		No. of Shares held as on 01/04/2019	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
1	Abhyuday Jindal	1,206	0.02	1,206	0.02	-	-	-	1,206
2	Arti Jindal	781	0.02	781	0.02	-	-	-	781
3	Deepika Jindal	3,760	0.07	3,760	0.07	-	-	-	3,760
4	Goswamis Credit & Investment Limited	12,721	0.25	12,721	0.25	-	-	-	12,721
5	JSW Holdings Limited	25,014	0.49	25,014	0.49	-	-	-	25,014
6	Naveen Jindal	692	0.01	692	0.01	-	-	-	692
7	Naveen Jindal HUF	5,854	0.11	5,854	0.11	-	-	-	5,854
8	Parth Jindal	100	0.00	100	0.00	-	-	-	100
9	Prithvi Raj Jindal	1,698	0.03	1,698	0.03	-	-	-	1,698
10	P R Jindal HUF	3,163	0.06	3,163	0.06	-	-	-	3,163

11	Ratan Jindal	4,024	0.08	4,024	0.08	-	-	-	4,024
12	R.K. Jindal & Sons HUF	756	0.01	756	0.01	-	-	-	756
13	Sajjan Jindal	100	0.00	100	0.00	-	-	-	100
14	S K Jindal & Sons HUF	1,809	0.04	1,809	0.04	-	-	-	1,809
15	Sangita Jindal	100	0.00	100	0.00	-	-	--	100
16	Sarika Jhunjhunwala	4,250	0.08	4,250	0.08	-	-	-	4,250
17	Saroj Bhartia	2	0.00	2	0.00	-	-	-	2
18	Savitri Devi Jindal	4815	0.09	4815	0.09	-	-	-	4815
19	Seema Jajodia	49	0.00	49	0.00	-	-	-	49
20	Sminu Jindal	2,382	0.05	2,382	0.05	-	-	-	2,382
21	Tanvi Shete	100	0.00	100	0.00	-	-	-	100
22	Tarini Jindal Handa	100	0.00	100	0.00	-	-	-	100
23	Tripti Jindal	662	0.01	662	0.01	-	-	-	662
24	Urmila Bhuwalka	48	0.01	48	0.00	-	-	-	48
25	Urvi Jindal	631	0.01	631	0.01	-	-	-	631
26	Glebe Trading Private Limited	1,22,306	2.38	1,22,306	2.38	-	-	-	1,22,306
27	Vinamra Consultancy Private Limited	100	0.00	100	0.00	-	-	-	100
28	JSL Limited	1,20,615	2.35	1,20,615	2.35	-	-	-	1,20,615
29	Worldone Trading Pvt Ltd.	1,24,446	2.42	1,24,446	2.42	-	-	-	1,24,446
30	Danta Enterprises Private Limited	5,71,386	11.12	5,71,386	11.12	-	-	-	5,71,386
31	Sahyog Holding Private Limited	100	0.00	100	0.00	-	-	-	100
32	Virtuous Tradecorp Private Limited	5,71,385	11.12	5,71,385	11.12	-	-	-	5,71,385
33	OPJ Trading Private Limited	5,71,386	11.12	5,71,386	11.12	-	-	-	5,71,386
34	JSW Organics Ltd.	1,28,583	2.50	1,28,583	2.50	-	-	-	1,28,583
35	Genova Multisolutions Private Limited	5,71,286	11.12	5,71,286	11.12	-	-	-	5,71,286
36	Sajjan Jindal (As a trustee for Sajjan Jindal Family Trust)	10	0.00	10	0.00	-	-	-	10
37	Sajjan Jindal (As a trustee for Sajjan jindal Lineage Trust)	10	0.00	10	0.00	-	-	-	10
38	Sajjan Jindal (As a trustee for Sangita Jindal Family Trust)	10	0.00	10	0.00	-	-	-	10
39	Sajjan Jindal (As a trustee for Tarini Jindal Family Trust)	10	0.00	10	0.00	-	-	-	10
40	Sajjan Jindal (As a trustee for Tanvi Jindal Family Trust)	10	0.00	10	0.00	-	-	-	10
41	Sajjan Jindal (As a trustee for Parth Jindal Family Trust)	10	0.00	10	0.00	-	-	-	10
	Total	28,56,570	55.61	28,56,470	55.61	-	-	-	28,56,470

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder*	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date wise Increase/ Decrease in shareholding during the year			No. of share at the end of the year on 31/03/2020
		No. of Shares held as on 01/04/2019	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
1	Vistra ITCL (India) Limited	6,79,208	13.22	-	-	-	-	-	8,30,036
				6,81,980	13.28	05.04.2019	-	2,772	
				6,82,127	13.28	19.04.2019	-	147	
				6,86,246	13.36	10.05.2019	-	4,119	
				6,92,152	13.48	24.05.2019	-	5,906	
				6,92,263	13.48	31.05.2019	-	111	
				6,93,073	13.49	14.06.2019	-	810	
				6,95,468	13.54	21.06.2019	-	2,395	
				6,97,662	13.58	29.06.2019	-	2,194	
				7,01,267	13.65	05.07.2019	-	3,605	
				7,01,397	13.66	12.07.2019	-	130	
				7,01,479	13.66	19.07.2019	-	82	
				7,01,580	13.66	26.07.2019	-	101	
				7,01,585	13.66	02.08.2019	-	5	
				7,01,779	13.66	09.08.2019	-	194	
				7,03,075	13.69	16.08.2019	-	1,296	
				7,05,378	13.73	23.08.2019	-	2,303	
				7,11,429	13.85	30.08.2019	-	6,051	
				7,12,494	13.87	06.09.2019	-	1,065	
				7,15,123	13.92	13.09.2019	-	2,629	
				7,19,196	14.00	20.09.2019	-	4,073	
				7,43,304	14.47	27.09.2019	-	24,108	
				7,43,324	14.47	04.10.2019	-	20	
8,04,614	15.67	11.10.2019	-	61,290					
8,24,269	16.05	20.12.2019	-	19,655					
8,23,869	16.04	27.12.2019	400	-					
8,25,165	16.07	28.02.2020	-	1,296					
8,26,365	16.09	06.03.2020	-	1,200					
8,26,605	16.09	20.03.2020	-	240					
8,30,036	16.16	27.03.2020	-	3,431					
2	Keswani Haresh	2,88,718	5.62	-	-	-	-	-	2,46,970
				2,50,837	4.88	20.12.2019	37,881	-	
				2,48,270	4.83	27.12.2019	2,567	-	

				2,46,970	4.81	31.03.2020	1,300	-	
3	Anil Arya	2,49,285	4.85	-	-	-	-	-	-
				2,43,721	4.75	20.09.2019	5,564	-	
				2,12,826	4.14	27.09.2019	30,895	-	
				2,12,159	4.13	04.10.2019	667	-	
				1,35,677	2.64	11.10.2019	76,482	-	
				1,33,642	2.60	18.10.2019	2,035	-	
				1,33,187	2.59	01.11.2019	455	-	
				1,31,795	2.57	08.11.2019	1,392	-	
				1,26,035	2.45	06.12.2019	5,760	-	
				1,25,713	2.45	13.12.2019	322	-	
				1,03,763	2.02	20.12.2019	21,950	-	
				91,997	1.79	27.12.2019	11,766	-	
				0	0	07.01.2020	91,997	-	
4	Ricky Ishwardas Kirpalani	1,55,151	3.02	-	-	-	-	-	1,82,621
				1,65,151	3.22	11.10.2019	-	10,000	
				1,80,785	3.52	20.12.2019	-	15,634	
				1,82,621	3.56	27.12.2019	-	1,836	
5	Priti Rajiv Joshi	-	-	-	-	-	-	-	90,043
				1,378	0.03	13.12.2019	-	1,378	
				90,043	1.75	03.02.2020	-	88,665	
6	ACACIA Institutional Partners, LP	85,182	1.66	85,182	-	-	-	-	85,182
7	ACACIA Partners, LP	75,336	1.47	75,336	-	-	-	-	75,336
8	Acacia Conservation Fund LP	14,050	0.27	14,050	-	-	-	-	14,050
9	Acacia Banyan Partners	25,000	0.49	25,000	-	-	-	-	25,000
10	The Oriental Insurance Company Limited	28,125	0.55	28,125	-	-	-	-	28,125
11	Gymkhana Partners L.P.	11,700	0.23	-	-	-	-	-	28,540
				13,384	0.26	05.04.2019	-	1,684	
				15,395	0.3	26.04.2019	-	2,011	
				17,239	0.3	10.05.2019	-	1,844	
				18,993	0.37	31.05.2019	-	1,754	
				20,771	0.44	06.09.2019	-	1,778	
				22,800	0.44	20.09.2019	-	2,029	
				23,375	0.46	10.01.2020	-	575	
				24,166	0.47	17.01.2020	-	791	
				26,378	0.51	24.01.2020	-	2,212	
				28,540	0.56	06.03.2020	-	2,162	
12	Metrica Asia Event Driven Master Fund	26,943	0.52	-	-	-	-	-	73
				28,837	0.56	05.04.2019	-	1894	
				28,339	0.55	12.04.2019	498	-	
				28,190	0.55	19.04.2019	149	-	

				26,892	0.52	26.04.2019	1,298	-	
				27,536	0.54	03.05.2019	-	644	
				28,414	0.55	10.05.2019	-	878	
				28,259	0.55	17.05.2019	155	-	
				25,313	0.49	24.05.2019	2,946	-	
				23,647	0.46	31.05.2019	1,666	-	
				23,648	0.46	07.06.2019	-	1	
				21,649	0.42	14.06.2019	1,999	-	
				21,606	0.42	21.06.2019	43	-	
				18,465	0.36	29.06.2019	3,141	-	
				16,771	0.33	05.07.2019	1,694	-	
				15,848	0.31	12.07.2019	923	-	
				16,052	0.31	19.07.2019	-	204	
				16,485	0.32	26.07.2019	-	433	
				17,421	0.34	02.08.2019	-	936	
				17,268	0.34	09.08.2019	153	-	
				16,361	0.32	16.08.2019	907	-	
				13,476	0.26	23.08.2019	2,885	-	
				9,905	0.19	30.08.2019	3,571	-	
				6,636	0.13	06.09.2019	3,269	-	
				4,856	0.09	13.09.2019	1,780	-	
				4,122	0.08	20.09.2019	734	-	
				6,780	0.13	27.09.2019	-	2,658	
				7,229	0.14	30.09.2019	-	449	
				7,523	0.15	04.10.2019	-	294	
				9,303	0.18	11.10.2019	-	1,780	
				14,955	0.29	18.10.2019	-	5,652	
				15,964	0.31	25.10.2019	-	1,009	
				16,315	0.32	01.11.2019	-	351	
				18,095	0.35	08.11.2019	-	1,780	
				19,497	0.38	15.11.2019	-	1,402	
				19,723	0.38	22.11.2019	-	226	
				19,796	0.39	29.11.2019	-	73	
				20,749	0.40	06.12.2019	-	953	
				26,744	0.52	20.12.2019	-	5,995	
				52,331	1.02	27.12.2019	-	25,587	
				52,332	1.02	31.12.2019	-	1	
				52,853	1.03	17.01.2020	-	521	
				53,143	1.03	31.01.2020	-	290	
				53,665	1.05	07.02.2020	-	522	
				53,692	1.05	14.02.2020	-	27	
				53,693	1.05	13.03.2020	-	1	
				53,733	1.05	20.03.2020	-	40	
				733	0.01	31.03.2020	5,3000	-	

* The shares of the Company are traded on daily basis. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year – 1st April, 2019		Cumulative Shareholding during the year – 31st March, 2020		% of change during the year
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1	Mr. Rakesh Kumar Garg (Whole-time Director)	16	0.00	16	0.00	-
2	Mr. Ram Gopal Garg (Director)	120	0.00	120	0.00	-
3	Mr. Rajinder Parkash Jindal (Director)	-	-	-	-	-
4	Mrs. Vaishali Deshmukh (Director)**	-	-	-	-	-
5	Mr. Shailesh Goyal (Director)*	-	-	-	-	-
6	Mr. Deepak Garg (CFO)	-	-	-	-	-
7	Mr. Raghav Sharma (Company Secretary)@	-	-	-	-	-
8	Mr. Ajay Mittal (Company Secretary)@@	-	-	-	-	-

@ Mr. Raghav Sharma resigned from the post of Company Secretary of the Company w.e.f. closing of working hour on 31st August, 2019.

@@ Mr. Ajay Mittal was appointed as Company Secretary of the Company w.e.f. 28th February, 2020.

* First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the Company w.e.f. closing of business hours on 24th March, 2020.

** First term of Mrs. Vaishali Deshmukh was upto the closing of business hours on 24th March, 2020. The Board of Directors had approved the re-appointment of Mrs. Deshmukh as Director (Non- Executive, Independent) of the Company for a second term of 5 consecutive years w.e.f. 25th March, 2020.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment
(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year – 1st April, 2019				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	1.09	-	1.09
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1.09	-	1.09
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year – 31st March, 2020				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	1.09	-	1.09
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1.09	-	1.09

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of WTD and CEO	Total Amount (₹ In Lakhs.)
1.	Gross Salary	Mr. Rakesh Kumar Garg	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	67.90	67.90
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5.	Others- Contribution to PF	-	-
	Total (A)	67.90	67.90
Ceiling as per the Act: 5% of the net profits as per section 198 of the companies act 2013: Rs. 170.89 Lakhs			

B. Remuneration to other Directors: Independent and Non Executive Directors

Particulars of Remuneration	Name of Directors				Total Amount (₹ In lakhs)
	Mr. Ram Gopal Garg	Mr. Rajinder Parkash Jindal	Mr. Shailesh Goyal*	Mrs. Vaishali Deshmukh**	
• Fee for attending board committee - meetings	-	-	0.40	0.40	0.80
• Commission	-	-	-	-	-
Total	-	-	0.40	0.40	0.80

* First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the Company w.e.f. closing of business hours on 24th March, 2020.

** First term of Mrs. Vaishali Deshmukh was upto the closing of business hours on 24th March, 2020. The Board of Directors had approved the re-appointed of Mrs. Deshmukh as Director(Non- Executive, Independent) of the Company for a second term of 5 consecutive years w.e.f. 25th March, 2020.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(₹ In Lakhs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Deepak Garg (CFO)	Mr. Raghav Sharma (CS) @	Mr. Ajay Mittal (CS)@@	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	17.58	2.57	0.36	20.51
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others- Contribution to PF	0.77	0.11	0.02	0.9
	Total	18.35	2.68	0.38	21.41

@ Mr. Raghav Sharma resigned from the post of Company Secretary of the Company w.e.f. closing of working hour on 31st August, 2019.

@@ Mr. Ajay Mittal was appointed as Company Secretary of the Company w.e.f. 28th February, 2020.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2020.

RAJESH GARG AND CO.
COMPANY SECRETARIES

1226, URBAN ESTATE-2,
HISAR (HARYANA) 125005.
M-9812010694
e-mail: rajeshgargcs2002@yahoo.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Nalwa Sons Investments Limited
CIN: L65993DL1970PLC146414
28 Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110015.

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Nalwa Sons Investments Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder except as mentioned below and also that the Company has adequate Board processes and compliance mechanism in place to the extent in the manner and subject to reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Nalwa Sons Investments Limited for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014, (not applicable to the company during the audit period.);
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the audit period); and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the audit period).
- (vi) Other laws applicable to the company as per the representations made by the Company:-
- a. Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs as specifically applicable to the Company;
 - b. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
 - c. The Payment of Bonus Act, 1965; and
 - d. Payment of Gratuity Act, 1972.
 - e. The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;
- ii) The listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above except as follows:-

1. The composition of Board of Directors of the Company was less than six between the period 1st April, 2019 to 29th May, 2019 in compliance with 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 9th May, 2018.
2. The composition of Board of Directors was less than six between the period 25th March, 2020 to 31st March, 2020 in compliance with 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 9th May, 2018.

We further report, that the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at Board / Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of Directors, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/actions such as Public Issue of Securities, buy back, merger, amalgamation, foreign technical collaborations etc. or any other major decisions in pursuance of section 180 of the Companies Act, 2013 which require compliance of applicable provisions thereof.

Place: Hisar

Dated: 17-06-2020

Rajesh Garg

M/s Rajesh Garg & Co.

Practising Company Secretary

FCS No. 5960

CP No. 4093

UDIN=F005960B000348049

V. SUNDARAM***Practicing Company Secretary***

704, Satyarn Tower, 90 Ft. Road, Thakur Complex, Kandivli (E), Mumbai 400101.

Tel: 09833159899 email: sundaramvasudevan58@gmail.com

To
The Members
Jindal Steel & Alloys Limited
Mumbai.
CIN: U74920GJ1993PLC069400

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, I believe that the processes and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company. I have relied on the statutory report provided by the Statutory Auditors as well as Internal Auditors of the company for the financial year ending 31st March, 2020.
4. I have obtained the management representation wherever required about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit reports is neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

V.Sundaram
Practicing Company Secretary
FCSNo. 3373
C.P. No. 2023

Place: Mumbai.
Date: 15th June, 2020

V. SUNDARAM***Practicing Company Secretary***

704, Satyarn Tower, 90 Ft. Road, Thakur Complex, Kandivli (E), Mumbai 400101.

Tel: 09833159899 email: sundaramvasudevan58@gmail.com

SECRETARIAL AUDIT REPORT**Form No. MR-3**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31st March, 2020

To
The Members
Jindal Steel & Alloys Limited
Mumbai.

CIN:U74920GJ1993PLC069400

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Jindal Steel & Alloys Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company. The Company has complied with the following laws/provisions as specifically applicable to the Company for the financial year ended on 31st March, 2020:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;

V. SUNDARAM***Practicing Company Secretary***

704, Satyarn Tower, 90 Ft. Road, Thakur Complex, Kandivli (E), Mumbai 400101.

Tel: 09833159899 email: sundaramvasudevan58@gmail.com

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- (vi) I have relied on the representation and information provided by the management and its officers for systems and mechanism framed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws as specifically applicable to the Company:
- a. Income Tax Act, 1961 and other Indirect Tax laws;
 - b. Bombay Shops & Establishment Act, 1948;
 - c. Factories Act, 1948; Industrial Dispute Act, 1947; Contract Labour (Regulation and Abolition) Act, 1970 and other legislations relating to Human Resources and Industrial Relations governing the Company;
 - d. All applicable Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, bonus, provident fund, ESIC, compensation, Labour welfare Act of respective states, etc;
 - e. Acts prescribed under Environmental protection;
 - f. Acts prescribed under prevention and control of pollution;
 - g. Industries (Development and Regulation) Act, 1951;
 - h. Maharashtra State Profession Tax Act, 1975 & Rules made thereunder;
 - l. IT, GST Act & Rules made thereunder;

V. SUNDARAM***Practicing Company Secretary***

704, Satyarn Tower, 90 Ft. Road, Thakur Complex, Kandivli (E), Mumbai 400101.

Tel: 09833159899 email: sundaramvasudevan58@gmail.com

I have also examined compliance with the applicable provisions of the following: (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

To the best of my knowledge and belief, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There are no changes took place in the composition of the Board of Directors during the period under review. However, the Company has appointed the Company Secretary in compliance with the provisions of the Act.

Adequate notices of Board and Committee Meetings have been given to all the Directors. Agenda and detailed notes were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions is carried through while dissenting members' views are captured and recorded as part of the minutes.

I further report that based on review of compliance mechanism established by the Company and on the basis of Compliance Certificates issued by the Company Secretary, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

Place: Mumbai.

Date: 15th June, 2020

UDIN: F002023B000342979

V.Sundaram
Practicing Company Secretary
FCSNo. 3373
C.P. No. 2023

Annexure B3

S. Bhawani Shankar & Associates
Company Secretaries

Office:- 4/23C, 3rd Floor, Moti Nagar,
 New Delhi-110015
 ☎: - +91-9785910278
 Mail:-csbhawanisharma@gmail.com

(Form No. MR-3)

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Reg. 24A of SEBI(LODR),2015]

To
 The Members,
 Brahmputra Capital and Financial Services Limited
 Ahmedabad, Gujarat

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Brahmputra Capital and Financial Services Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; and: **Not Applicable**
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable**
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not Applicable**
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable**

vi) Laws specifically applicable to the industry to which the Company belongs, as identified and confirmed by the management, that is to say:

a. The Reserve Bank of India Act, 1934 and Regulations framed thereunder for Non-Banking Financial Companies

We have also examined compliances with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that-

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through unanimous approval, and therefore, dissenting members' views are not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been reviewed in this audit since the same has been subject to review by Statutory Auditors and other designated professionals.

We further report that during the audit period the Company had undertaken following actions having a bearing on the company's affairs in pursuance of the above referred laws, rules, regulation, guidelines etc. referred to above:

1. During the year company has passed shareholder resolutions for De-registration of Company as NBFC and for change in Object Clause and Name Clause of the Memorandum and Articles of Association of the company, however, in this regard approvals of authorities are pending.

This Report is to be read with our letter of even date which is annexed as Annexure-I and forms an integral part of this Report.

UDIN: A049673B000368893

Place: New Delhi
Date: 25th June 2020

For S. Bhawani Shankar & Associates
Company Secretaries

Bhawani Shankar Sharma
Proprietor
M. No.- 49673
CP No.- 18329

Annexure I

To
The Members,
Brahmputra Capital and Financial Services Limited
Ahmedabad, Gujarat

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, and regulations is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 25th June 2020

For S. Bhawani Shankar & Associates
Company Secretaries

Bhawani Shankar Sharma
Proprietor
M. No.- 49673
CP No.- 18329

RAJESH GARG AND CO.
COMPANY SECRETARIES

1226, URBAN ESTATE-2,
HISAR (HARYANA) 125005.
M-9812010694
e-mail: rajeshgargcs2002@yahoo.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Jindal Holdings Limited
CIN: U51100GJ1990PLC066451
Satyagruh Chavani, Lane No.21, Bungalow No.508,
Near Jodhpur Cross Road, Satellite,
Ahmedabad-380015, (GJ)

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Jindal Holdings Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has adequate Board processes and compliance mechanism in place to the extent in the manner and subject to reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Jindal Holdings Limited** for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The company has complied with the provisions of the Companies Act, 2013 and the rules made there under except the following provision:-
During the period between 1st April, 2019 till 19th May, 2019, Chief Financial Officer was not appointed by the Company, which was required to be appointed in accordance with the provisions of Section 203 of the Companies Act, 2013.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;(Not applicable)
- (iii) The provisions of the Depositories Act, 1996 and the Regulations and Bye-laws framed there under have been complied with.

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: **(Not applicable to the company during the audit period)**
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (vi) Other laws applicable to the company as per the representations made by the Company:-
- a. Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs as specifically applicable to the Company;
 - b. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
 - c. The Payment of Bonus Act, 1965; and
 - d. Payment of Gratuity Act, 1972;
 - e. The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;
- ii) The listing agreements entered into by the Company with Stock Exchanges (Not applicable to the company during the audit period)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above.

We further report, that the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by Statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive

Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at Board / Committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of Directors, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not incurred any specific events/actions that can have a major bearing on the company affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. except as follows:

De-Registration of the Company as NBFC and Alteration of object clause of Memorandum of Association (MOA) of the Company.

During the Audit, the shareholders of the Company subject to approval of necessary authorities, passed the resolutions for de-registration of the Company as NBFC and Alteration in Object Clause of Memorandum of Association of the Company in the Annual General Meeting held on 30th September, 2019. After getting requisite approval of RBI vide its letter dated 13th November, 2019, Ministry of Corporate Affairs had approved the alteration of object Clause of the Company by deleting the Sub Clause(A) and (B) and inserting the new sub-clause (A) and (B) in its place.

Place: Hisar

Dated: June 16, 2020

Rajesh Garg

M/s Rajesh Garg & Co.

Practising Company Secretary

FCS No. 5960

CP No. 4093

UDIN:F005960B000346773

Annexure – C to Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**1. 1.A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects or programs.**

The Corporate Social Responsibility (CSR) activities of Jindal Group are guided by the vision and philosophy of its Founder, Late Shri O.P Jindal, who embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning. He believed that the growth should be inclusive and made it his life's mission to help the underprivileged sections of society.

The Company strongly believes that sustainable community development is essential for harmony between the community and the industry. The Company endeavors to make a positive contribution especially to the underprivileged communities by supporting a wide range of socio-economic, educational and health initiatives. Detailed CSR Policy of the Company has been uploaded on the website of the Company and can be viewed at below mentioned link:

<http://nalwasons.com/pdf/CSR%20Policy-NSIL.pdf>

2. The composition of the CSR Committee.

The Company has a CSR committee of directors comprising of Mr. Rajinder Parkash Jindal, Chairman of the Committee and Mr. Ram Gopal Garg and Mr. Rakesh Kumar Garg, Members of the Committee

3. Average net profit of the company for last three financial years: Rs. 418.85 Lakh**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 8.38 Lakh****5. Details of CSR spent during the financial year.**

a) Total amount to be spent for the financial year: Rs.8.38 Lakh

b) Total amount spent in the financial year: Rs. 9.50 Lakh

c) Amount unspent, if any: Nil

d) Manner in which the amount spent during the financial year is attached below.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Not applicable

7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

5(c) Manner in which the amount spent during the financial year detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Amt. in Rs. Lakhs)	Amount spent on the project or programs Sub-heads: Direct expenditure on projects or programs Overheads: (Amt. in Rs. Lakhs)	Cummulative expenditure upto the reporting period (Amt. in Rs. Lakhs)	Amount spent: Direct or through implementing agency.
1	Improving Living Condition of economically weak children	Promoting education and livelihood enhancement projects	Visakhapatnam, Andhra Pradesh	-	-	53.50	Direct
2	Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases	promoting health care including preventive health care Hisar, Haryana	Hisar, Haryana	-	-	39.07	Direct
3	Promoting education, including special education and unemployment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement project	promoting education	Hisar, Haryana	9.50	9.50	9.50	Indirect through implementing agency

Some CSR activities have been carried out through support to several other Non -Government Organizations or Charitable Institutions.

Annexure – D to Boards' Report

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) and 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(₹ in Lakhs)

Sr. No	Name of the Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2019 -20	Percent increase in Remuneration in the financial Year 2019-20	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Rakesh Kumar Garg, Executive Director & CEO	67.90	9	^
2	Mr. Ram Gopal Garg, Independent Director	-	-	^
3	Mr. Rajinder Parkash Jindal, Independent Director	-	-	^
4	Mrs. Vaishali Deshmukh, Independent Director	0.40*	-	^
5	Mr. Shailesh Goyal, Independent Director	0.40*	-	^
6	Mr. Mahender Kumar Goel (Non Independent Director)	-	-	^
7	Mr. Deepak Garg, Chief Financial Officer	17.58	11	^
8	Mr. Raghav Sharma, Company Secretary	2.57	11	^
9	Mr. Ajay Mittal, Company Secretary	0.36	N.A.	^

1. Mr. Mahender Kumar Goel was appointed as Additional Director (Non Executive, Non Independent) of the Company w.e.f. 30th May, 2019. The shareholders approved his appointment as an Independent Director at Annual General Meeting held on 30th September, 2019.

2. First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the company w.e.f. closing of business hours on 24th March, 2020.

3. First term of Mrs. Vaishali Deshmukh was upto the closing of business hours on 24th March, 2020. The Board of Directors had approved the re-appointed of Mrs. Deshmukh as Director (Non- Executive, Independent) for a second term of 5 consecutive years w.e.f. 25th March, 2020.

4. Mr. Raghav Sharma resigned from the post of Company Secretary w.e.f. 31st August, 2019 and Mr. Ajay Mittal was appointed as Company Secretary of the Company w.e.f. 28th February, 2020.

^ As on March 31, 2020, there are three Whole-time Key Managerial Personnel in the Company and one general staff. Information is not comparable and hence, not stated.

* Payment of sitting fees for attended the Board Meetings.

(₹ in Lakhs)

Sr. No.	Requirement	Information
1	Percentage increase in the median remuneration of employees in the Financial Year 2019-20	As on March 31, 2019, there are three Whole-time Key Managerial Personnel in the Company and one general staff.
2	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	During the financial year 2019-20, Mr. Raghav Sharma resigned from the post of Company Secretary w.e.f. 31st August, 2019 and Mr. Ajay Mittal was appointed as Company Secretary of the Company w.e.f. 28th February, 2020. Information is not comparable and hence, not stated.
3	No. of permanent employees on the rolls of the Company	4 (Four) as on 31st March, 2020
4	Affirmation that the remuneration is as per the remuneration policy of the company.	Affirmed

Sr. No	Name	Designation	Remuneration received (Amt in Rs. Lakhs)	Qualification and experience	Date of Commencement of employment	Age	Last Employment
1	Mr. Rakesh Kumar Garg	Executive Director & C.E.O.	As stated in table above	Post Graduate; 37 Years	17-10-2017	61	Jindal Stainless Corporate Management Services Private Limited
2	Mr. Deepak Garg	Chief Financial Officer		CA; 14 years	17-10-2017	39	Jindal Stainless (Hisar) Limited
3	Mr. Raghav Sharma	Company Secretary		B.Com; CS; 4. years	14-11-2015	28	-
4	Mr. Ajay Mittal	Company Secretary		CS, MBA (Finance); Post Graduate in Commerce; Graduate in Law: 3.5 years	28-02-2020	28	Jindal Holdings Limited
5	Mr. Narender Singh Yadav	General Staff	4.06	Under Graduate; 23 years	01-03-2005	49	-

Notes:

1. All appointments are contractual in nature.
2. Gross remuneration shown above is subject to tax and comprises salary including arrears, allowances, rent, medical reimbursements, leave travel benefits, leave encashment, provident fund, superannuation fund & gratuity etc.
3. No employee is related to any Director of the Company.
4. None of the employees mentioned above was in receipt of remuneration which in the aggregate is in excess of that drawn by the Whole-time Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

Corporate Governance Report

In accordance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the report containing the details of Corporate Governance systems and processes at Nalwa Sons Investments Limited (“NSIL”) is as follows:

I. Company’s philosophy on Corporate Governance:

The Company’s philosophy on Corporate Governance is aimed at efficient conduct of its business and in meeting its obligations towards various Stakeholders. Hence, considerable emphasis is placed on accountability in decision-making and ethics in implementing them. It is also believed that the imperative for good Corporate Governance lies not merely in drafting a code of Corporate Governance but complying the same in letter and spirit.

Your Company confirms the compliance of Corporate Governance as contained in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”], details of which are given below:

II. Board of Directors

As at 31st March, 2020, the Board of your Company consisted of five Directors, including three independent Directors. Details with respect to size and composition of Board of Directors are given hereunder:

Sr. No.	Name	Category [Non-Promoter]
1	Mr. Rakesh Kumar Garg	Executive Director & C.E.O., Non- Independent
2	Mr. Ram Gopal Garg	Non-Executive Director, Independent
3	Mr. Rajinder Parkash Jindal	Non-Executive Director, Independent
4	Ms. Vaishali Deshmukh	Non-Executive Director, Independent
5	Mr. Mahender Kumar Goel	Non-Executive Director, Non-Independent

1. Mr. Mahender Kumar Goel was appointed as Additional Director (Non -Executive, Non- Independent) of the Company w.e.f. 30th May, 2019. The shareholders approved his appointment as an Independent Director at Annual General Meeting held on 30th September, 2019.
2. First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the Company w.e.f. closing of business hours on 24th March, 2020.
3. First term of Mrs. Vaishali Deshmukh was upto the closing of business hours on 24th March, 2020. The Board of Directors had approved the re-appointed of Mrs. Deshmukh as Director (Non- Executive, Independent) of the Company for a second term of 5 consecutive years w.e.f. 25th March, 2020.
4. Mr. Nrender Garg was appointed as Additional Director (Non-Executive, Non-Independent) of the company w.e.f. 17th July, 2020. The Board of Directors had approved the appointment of Mr. Nrender Garg as director (Non-Executive, Independent) of the company for period of 5 consecutive years w.e.f. 17th July, 2020.

The Independent Directors are non-executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 (“Act”). The maximum tenure of Independent Directors is in compliance with the Act.

The Company has received declarations as stipulated under Section 149(7) of the Act and Regulation 16 of the Listing Regulations from the Independent Directors confirming that he/she is not disqualified from being appointed

/continuing as an Independent Director. Further, in terms of Regulation 25(8) of Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

No Director is related to any other Director on the Board in terms of the definition of “relative” as defined in Section 2(77) of the Act.

Your Company had also issued formal appointment letters to the Independent Directors in the manner provided under the Act and the SEBI LODR. The terms and conditions of the appointment of Independent Directors have been displayed on the website of the Company and can be accessed through the following

<http://nalwasons.com/pdf/Terms%20&%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf>

III. Board Meetings:

During the financial year 2019-20, Seven Board meetings were held on 30th May, 2019, 9th August, 2019, 14th September, 2019, 13th December, 2019, 13th February, 2020, 28th February, 2020 and 23rd March, 2020. The gap between any two consecutive meetings was within the limit prescribed under the Act. The necessary quorum was present during all the meetings.

The Board oversees overall functioning of the Company. All statutory and significant information are placed before the Board to enable to discharge its responsibilities. The agenda and notes on agenda are circulated to Board members in advance. The Board is given presentations on various matters from time to time. The Board notes on quarterly basis the compliance reports of all laws applicable to the Company and its subsidiaries. The Board meets at least four times in a year and more frequently, if deemed necessary, with a maximum time gap of one hundred and twenty days between two consecutive board meetings. In case of any business exigencies or urgency, resolutions are passed by circulation.

During the period under review, the Board has accepted all the recommendations made by the Committee of Board.

(iv) Attendance of Directors, Directorships and other details

Attendance of Directors at the Board Meetings, last Annual General Meeting and number of Directorships and Chairmanships / Memberships of Committee(s) in other companies as on 31st March, 2020 are given below:

Name of Director	No. of Board Meeting attended	Attendance at last AGM	No. of Directorship held in other public Companies	No. of Memberships (M) / Chairmanship (C) in other Board Committee(s)	No. of shares and Convertible Instruments held by Non Executive Directors
Mr. Rakesh Kumar Garg	7	Yes	-	-	N.A.
Mr. Ram Gopal Garg	7	No	-	-	120
Mr. Rajinder Parkash Jindal	7	No	3	-	-
Mrs. Vaishali Deshmukh	4	No	3	2(M)	-
Mr. Mahender Kumar Goel	7	No	6	4(M)	-
Mr. Shailesh Goyal*	4	No	*	*	*

None of the Directors are related to any other Director on the Board.

1. *Mr. Mahender Kumar Goel was appointed as Additional Director(Non-Executive, Non-Independent) of the Company w.e.f. 30th May, 2019. The shareholders approved his appointment as an Independent Director at Annual General Meeting held on 30th September, 2019.*
2. **First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he office was ceased to be director of the Company w.e.f. closing of business hours on 24th March, 2020.*
3. *First term of Mrs. Vaishali Deshmukh was upto the closing of business hours on 24th March, 2020. The Board of Directors had approved the re-appointment of Mrs. Deshmukh as Director(Non- Executive, Independent) of the Company for a second term of 5 consecutive years w.e.f. 25th March, 2020.*
4. *Directorships do not include directorships in foreign companies, private limited companies and companies under Section 8 of the Act.*
5. *N.A. Not Applicable*

None of the Directors on the Board is a Director in more than 20 companies (including not more than 10 public limited companies) as specified in Section 165 of the Act. In terms of the regulations of SEBI LODR, none of the Directors of the Company:

- i. holds Directorship in more than eight listed entities, and ;
- ii. are member in more than 10 committees or acting as a Chairperson of more than 5 committees across all listed entities

Further, for the purpose of determining the limit of the Board Committee, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered as per Regulation 26 (1) (b) of SEBI LODR.

Also, none of the Independent Directors of the Company:

- I. serves as an Independent Director in more than seven listed companies, and;
- II. acts as a whole-time Director in any listed entity

Names of the other listed entities where the Directors of the Company are Directors, are mentioned hereunder:

S. No.	Name of Directors	Number of Directorship	Name of Listed entity	Category of Directorship in other listed entity
1.	Mr. Rakesh Kumar Garg	Nil	N.A.	N.A.
2.	Mr. Ram Gopal Garg	Nil	N.A.	N.A.
3.	Mr. Rajinder Parkash Jindal	Nil	N.A.	N.A.
4.	Mrs. Vaishali Deshmukh	Nil	N.A.	N.A.
5.	Mr. Mahender Kumar Goel	Nil	N.A.	N.A.
6.	Mr. Shailesh Goyal	*	*	*

**First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the company w.e.f. closing of business hours on 24th March, 2020.*

(v) Board Meetings, its Committee Meetings and Procedures thereof:**A. Scheduling and selection of agenda items for Board Meetings**

- i. The Board meets at least once in a quarter to review the financial results, performance of the Company and other items on the agenda. Apart from the four Board Meetings, additional Board Meetings are also convened as and when required to address the specific needs of the Company by giving appropriate notice to the Directors. The Board also approves permitted urgent matters by passing the resolutions through circulation.
- ii. The meetings are usually held at the Company's Branch Office at Hisar, Haryana.
- iii. All departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/decision in the Board/Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the Board meetings.
- iv. The Board is given presentations on finance, performance of subsidiaries and the major business segments and operations of the Company, while considering the results of the Company.
- v. The Company Secretary, in consultation with the Executive Director and other concerned persons in the top management, finalizes the agenda papers for the Board / Committee meetings.

B. Circulation of Board Agenda

- i. Agenda papers are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not possible to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda.
- ii. With the permission of Chairman and other directors present at the Meeting, additional or supplementary item(s) in the agenda are taken up for discussion and consideration. Sensitive matters may be discussed at the meeting without written material being circulated in advance for the meeting.

C. Recording minutes of proceedings at Board / Committee meeting

The Company Secretary records the minutes of the proceedings of each Board and Committee Meetings. Draft minutes of the meetings are circulated to the Directors within 15 days of the meetings for their comments / inputs. Thereafter, the minutes of the proceedings of meeting are entered in the minute's book within 30 days from the conclusion of the meeting and signed by the Chairman of the next Board / Committee Meeting.

Further, the signed and certified true copy of the minutes of the meetings are circulated to all the Directors within 15 days of signing of the minutes.

D. Post meeting follow up mechanism

There is an effective post meeting follow-up, review and reporting process for the action taken on decisions of the Board and Committees. Important decisions taken at Board / Committee meetings are communicated promptly to the concerned departments. Action Taken Report on the decisions taken during a Board meeting is placed at the next Board Meeting.

E. Compliance

The Company is in compliance of the applicable provisions of the SEBI LODR including compliance with Corporate Governance requirements except as above. The composition of Board of Directors of the Company was less than six between the period 1st April, 2019 to 29th May, 2019 & 25th March, 2020 to 31st March, 2020 in compliance with 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 9th May, 2018.

F. During the period under review the Board has accepted all the recommendations made by the Committees of the Board.

(vi) Familiarization Programme for Board Members and Independent Directors

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with Company's procedures and practices.

The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The familiarization programme for Independent Directors in terms of the provisions of Regulations 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is uploaded on the website of the Company and can be accessed through the following link:

<http://nalwasons.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20NSIL.pdf>

Your Company has also devised a Policy on Familiarization Programme for Independent Directors. The said Policy may be accessed on your Company's website at the link:

http://nalwasons.com/pdf/Policy_on_familiarisation_programme_for_independent_directors_NSIL001.pdf

(vii) Desired skill/ expertise/ competence of the Board of Directors

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors at their meeting held on 30th May, 2019 had identified the skills/expertise/competencies within the Board as a whole. Further, the Board of Directors at their meeting held on 26th June, 2020 has identified the names of directors who have such skills/expertise/competencies available with respective Board member of the Company as per below matrix:

Areas of Core Skills/Expertise/Competence	Mr. Rakesh Kumar Garg	Mr. Ram Gopal Garg	Mrs. Vaishali Deshmukh	Mr. Rajinder Parkash Jindal	Mr. Mahender Kumar Goel	Mr. Shailesh Goyal
Leadership & Strategic Planning	Yes	Yes	Yes	Yes	Yes	*
Audit & Risk Management	Yes	Yes	Yes	Yes	Yes	*
Compliance & Governance	Yes	Yes	Yes	Yes	Yes	*
Financial	Yes	Yes	Yes	Yes	Yes	*
Legal & Regulatory Expertise	Yes	Yes	Yes	Yes	No	*
Economics	Yes	Yes	Yes	Yes	Yes	*
Merger & Amalgamation	Yes	Yes	No	Yes	Yes	*
Human Resource	Yes	Yes	Yes	Yes	Yes	*

* First term of Mr. Shailesh Goyal was upto the closing of business hours on 24th March, 2020. Accordingly he was ceased to be director of the Company w.e.f. closing of business hours on 24th March, 2020.

(viii) Independent Directors' meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) to the Act and Regulation 25 of the SEBI LODR, meetings of the Independent Directors of the Company was held on 30th May 2019 & 26th June, 2020 without the presence of Non-Independent Directors and representatives of the management. The Independent Directors inter alia, reviewed the performance of non independent directors, Chairman and the Board of Directors as a whole, for the financial year 2019-20, taking into account the views of the Executive and Non-Executive Directors. The Independent Directors also evaluated the quality, contents and timelines of flow of information, between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

(ix) Evaluation of Board Effectiveness

In terms of the provisions of the Act read with relevant rules thereof and Regulation 19(4) read with Part D of Schedule II of the SEBI LODR, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have to evaluate the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2020.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow best practices in Board Governance in order to fulfill its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among the Board members, greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body.

The evaluation of the Directors was based on various aspects, inter-alia, including the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

3. Board Committees

The Committees constituted by the Board plays a very important role in the governance structure of the Company. The composition and the terms of reference of these Committees are approved by the Board and are in line with the requirement of the Act and Regulations 18, 19 and 20 of the SEBI LODR. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees. Further, the minutes of the Committee meetings are placed at the Board meetings. Currently there are 5 (five) committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Share Transfer Committee and Corporate Social Responsibility.

Meetings of Board Committees held during the year and Member's attendance:

Particulars	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee
Meetings held	4	4	4	1
Members' Attendance				
Mr. Rakesh Kumar Garg	4	N.A.	4	1
Mr. Ram Gopal Garg	4	4	4	1
Mr. Rajinder Parkash Jindal	4	4	4	1
Ms. Vaishali Deshmukh	N.A.	N.A.	N.A.	N.A.
Mr. Mahender Kumar Goel	N.A.	N.A.	N.A.	N.A.
Mr. Shailesh Goyal	N.A.	4	N.A.	N.A.

(i) Audit Committee**Composition and Terms of Reference:**

The composition and terms of reference of the Audit Committee are in conformity with the provisions of Section 177 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI LODR. The composition of the Audit Committee as on 31st March, 2020 is as under:

Name of Director	Category	Status
Mr. Rajinder Parkash Jindal	Independent Director	Chairman
Mr. Rakesh Kumar Garg	Executive Director, Non-Independent	Member
Mr. Ram Gopal Garg	Independent Director	Member

Meetings & functions of Audit Committee:

The Audit Committee met four times during the financial year 2019-20 on 30th May, 2019, 14th September, 2019, 13th December, 2019 and 13th February, 2020. Requisite quorum was present during the meetings.

The functions of the Audit Committee inter-alia include:

- reviewing the quarterly and annual financial results/statements before submission to the Board for approval;
- recommending to the Board, the appointment, re-appointment or removal of the statutory auditors and their remuneration;
- overseeing the Company's financial reporting process;
- overseeing compliance with listing and other legal requirements relating to the financial statements;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
- scrutiny of the inter-corporate loans and investments;
- evaluation of internal financial controls and the risk management systems;
- reviewing performance of the statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of the internal audit;
- reviewing the findings of any internal investigations by the internal auditors;
- discussion with the statutory auditors, before the audit commences, the nature and the scope of audit as well as post-audit discussion to ascertain any area of concern;
- reviewing the functioning of the whistle blower mechanism;
- approving the appointment of the Chief Financial Officer;
- reviewing the Management Discussion and Analysis of financial condition and results of operations;
- reviewing the statement of significant related party transactions, submitted by the Management;
- reviewing any risks and steps to mitigate them;
- reviewing the appointment, removal and terms of remuneration of the internal auditor.

The Chief Financial Officer regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. Meetings were also attended by the Internal Auditor and the Statutory Auditor.

(ii) Nomination and Remuneration Committee:**Composition and Terms of Reference:**

The Composition and terms of reference of the Nomination and Remuneration Committee (NRC) are in conformity with Section 178 of the Act and Regulation 19 of the SEBI LODR. The composition of the NRC as on 31st March, 2020 is as under:

Name of Director	Category	Status
Mr. Ram Gopal Garg	Independent Director	Chairman
Mr. Rajinder Parkash Jindal	Independent Director	Member
Mr. Shailesh Goyal*	Independent Director	Member
Mr. Mahender Kumar Goel**	Non-Independent Director	Member

* Mr. Shailesh Goyal ceased to be Member of NRC w.e.f. 23rd March, 2020

** Mr. Mahender Kumar Goel appointed as member of NRC w.e.f. 23rd March, 2020

Brief terms of reference:

The terms of reference for the Nomination and Remuneration Committee of the Company inter-alia include:

- formulation of the criteria for determining qualifications and independence of a director and recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- formulation of criteria for evaluation of performance of the Independent Directors and the Board of Directors and carry out evaluation of every director's performance;
- devising a policy to ensure diversity among the Board of Directors;
- identifying persons who are qualified to become Directors;
- deciding on the term of appointment of the Independent Directors on the basis of the report of performance evaluation of the independent directors.

Meetings:

During the financial year ended 31st March, 2020, four meetings of the Nomination and Remuneration Committee were held on 30th May, 2019, 9th August, 2019, 27th February, 2020 and 21st March, 2020. Requisite quorum was present during all the meetings. The Company Secretary acts a Secretary of the Committee.

Performance Evaluation Criteria for Independent Directors:

The policy framework for nomination, election and performance review of Independent Directors is duly approved by the Board of Directors upon the recommendation of the NRC. The performance of the Independent Directors is being evaluated by the entire Board, except for the director being evaluated. A brief description of the performance evaluation of the same is mentioned elsewhere in the Directors' Report.

(iii) Stakeholders Relationship Committee:**Composition and Terms of Reference:**

The Composition and Terms of Reference of the Stakeholders Relationship Committee are in conformity with Section 178 of the Act and Regulation 20 of the SEBI LODR. The composition of the Stakeholders' Relationship Committee as on 31st March, 2020 is as under:

Name of Director	Category	Status
Mr. Ram Gopal Garg	Independent Director	Chairman
Mr. Rakesh kumar Garg	Non-Independent, Executive Director	Member
Mr. Rajinder Parkash Jindal	Independent Director	Member

Meetings

During the financial year ended 31st March, 2020, four meetings were held on 30th May, 2019, 14th September, 2019, 13th December, 2019 and 13th February, 2020. Requisite quorum was present during the meetings.

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholders and investor's grievances, transfer/transmission of shares, non-receipt of annual report or declared dividend, issue of duplicate shares, recording dematerialisation/ rematerialization of shares and related matters. The Company Secretary acts a Secretary of the Committee.

The details of the investors compliant(s) received and resolved during the financial year 2019-20 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
0	5	5	0

The Company has appointed Registrar & Share Transfer Agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time.

(iv) Corporate Social Responsibility Committee:

Composition and Terms of Reference:

The Composition and terms of reference of the Corporate Social Responsibility Committee ("CSR Committee") are in conformity with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee consists of three Directors, out of which one is Independent. The composition of the CSR Committee as on 31st March, 2020 is as under:

Name of Director	Category	Status
Mr. Rajinder Parkash Jindal	Non-Independent	Chairperson
Mr. Rakesh Kumar Garg	Executive, Non-Independent	Member
Mr. Ram Gopal Garg	Independent Director	Member

Meetings

During the financial year ended 31st March, 2020, one meeting of the Committee was held on 9th August 2019. All the members were present during the meeting. The Company Secretary acts as a Secretary to the Committee.

(v) Share Transfer Committee:

The Board of Directors has delegated the power of approving transfer / transmission / transposition of securities and other related formalities to the Share Transfer Committee. The Committee meets from time to time on need basis.

Name of Member	Category	Status
Mr. Rajinder Parkash Jindal	Non Executive, Independent	Chairman
Mr. Rakesh Kumar Garg	Executive, Non-Independent	Member
Mr. Raghav Sharma*	Company Secretary	Member
Mr. Deepak Garg**	Chief Financial Officer	Member
Mr. Ajay Mittal***	Company Secretary	Member
Representative of Registrar and Transfer Agent	--	Member

* Mr. Raghav Sharma Ceased as member of the Committee w.e.f. 31st August, 2019

**Mr. Deepak Garg induced as member of the Committee w.e.f. 9th August, 2019 and ceased to be member of the Committee w.e.f. 28th February, 2020

*** Mr. Ajay Mittal induced as member of the Committee w.e.f. 28th February, 2020.

Pursuant to a circular dated 27th March, 2019, SEBI had effective from 1st April, 2019 mandated transfer of shares only in dematerialized form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was lodged prior to 1st April, 2019 and returned due to deficiency in the documents.

During the financial year ended 31st March 2020, all the valid requests for transfers of shares were processed in time and there are no pending transfers of shares.

4. REMUNERATION OF DIRECTORS

Remuneration Policy

The Company has in place a Remuneration Policy duly approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company. Remuneration given to the Directors of the Company is based on the principles of performance, equitableness and competitiveness. The Remuneration Policy has been designed to reflect these principles and to attract, motivate and retain quality manpower for driving the Company successfully.

The remuneration of the Executive Directors and KMPs is based on Company's financial position, industrial trends and remuneration paid by peer companies. Remuneration to Executive Directors is paid by way of salary, perquisites and retirement benefits, based on recommendation of the Nomination and Remuneration Committee and approval of the Board and Shareholders. The Non-executive directors are paid sitting fee for attending the meetings of the Board.

(i) Details of Remuneration paid to the Directors during the financial year ended 31st March 2020:

(a) Executive Directors:

Name of Director	Designation	Salary	Perquisites	Commission	Others (Contribution to PF, NPS and other annual compensation)	Total	Notice Period
Mr. Rakesh Kumar Garg	Executive Director & C.E.O.	67.90	-	-	-	67.90	2 months

(b) Non-Executive Directors:

Particulars of sitting fee paid to the Non-Executive Directors during financial year ended 31st March, 2020 are as follows:

Name of Director	Sitting fee paid Amount (₹ in Lakhs)
Mr. Rajinder Parkash Jindal	-
Mr. Ram Gopal Garg	-
Mrs. Vaishali Deshmukh	0.4
Mr. Mahender Kumar Goel	-
Mr. Shailesh Goyal	0.4

There has been no material pecuniary relationship or transactions between the Company and Non-Executive Directors during the financial year 2019-20, except as stated above.

(ii) Stock Options granted to Directors:

The Company has not issued any stock options.

5. GENERAL BODY MEETINGS:

The last three Annual General Meetings were held at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110026, as per details given below:

Year	Date	Day	Time	Special resolution(s) Passed
2016-17	28.09.2017	Thursday	03:30 P.M.	No special resolution was passed.
2017-18	29.09.2018	Saturday	03:30 P.M.	Continuation of directorship of Mr. Rajinder Parkash Jindal as an Independent Director.
2018-19	30.09.2019	Monday	03:30 P.M.	Re-appointment of Mr. Ram Gopal Garg (DIN: 00004517) as an independent director of the Company.
				Re-appointment of Mr. Rajinder Parkash Jindal (DIN: 00004594) as an independent director of the company.

6. MEANS OF COMMUNICATION:

i	Quarterly Results	The quarterly, half yearly and yearly financial results of the Company are submitted with the stock exchanges after they are approved by the Board. These are also published in the Newspapers, in the prescribed format as per the provisions of the SEBI LODR.
ii	Newspapers wherein results normally published	Financial Express (English), Jansatta (Hindi) for the year 2019-20
iii	Any website, where displayed	www.nalwasons.com
iv	Whether it also displays official news releases	Yes, wherever applicable.

v	The Presentations made to institutional investors or to the analysts	Will be complied with whenever applicable.
vi	NSE Electronic Application Processing System (NEAPS)	The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.
vii	BSE Corporate Compliance & Listing Centre (the 'Listing Centre')	BSE's Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.
viii	SEBI Complaint Redressal System (SCORES)	The investor complaints are processed in a centralized web based complaint redressal system. The salient features of this system are: Centralized Data Base of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

7. General Shareholders' Information

7.1	<p>Annual General Meeting :</p> <ul style="list-style-type: none"> - Day, Date and Time - Venue 	<p>Monday, December 28, 2020 at 11:00 A.M.</p> <p>In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.</p> <p>As per provisions of the Companies Act, 2013 read with relevant rules thereof, the 49th Annual General Meeting of the members of the Company for the year ended on 31st March, 2020 was required to be held on or before 30th September 2020.</p> <p>Due to outbreak of COVID-19 which had been declared as a Pandemic by World Health Organization and subsequent lock downs ordered by the Government of India has badly disrupted the normal functioning of the Company. Most of the commercial and private establishment were closed and only work from home was allowed. All non-essential public and private transport were suspended. Even if few establishments were allowed to be open during Lockdown 5, due to paucity of transport, employees and staff of Audit firms could not join offices.</p> <p>The Company had made its best efforts to conduct the AGM at the earliest. Due to this unprecedented situation, the Board of Directors of the Company had in their meeting held on 28th August, 2020 passed the resolution for obtaining approval of Registrar of Companies for three months' extension of time for holding the 49th Annual General Meeting of the Company upto 30th December, 2020.</p> <p>Registrar of Companies, Delhi vide its letter dated 11th September, 2020 had accorded its approval for extension of time for holding Annual General Meeting (AGM) of the Company for the financial year ended 31st March, 2020 by 3 months which was earlier due to be held on or before 30th September, 2020.</p>
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7.2 Financial Year :	The Financial year of the Company starts from 1st April and ends on 31st March every year.	
7.3 Financial Calendar 2020-21 (Tentative) :	Annual General Meeting – (Next Year) Financial Reporting Results for quarter ended June 30, 2020 Results for quarter ending Sept. 30, 2020 Results for quarter ending Dec. 31, 2020 Results for year ending Mar. 31, 2021 (Audited)	September, 2021 On or before 14-09-2020(actual) On or before 11-11-2020(actual) On or before 14-02-2021 On or before 30-05-2021
7.4 Book Closure date : Dividend payment date :	Monday, December 21, 2020 to Thursday, December 24, 2020 (both days inclusive) for Annual General Meeting.	
7.5 Dividend payment date :	No dividend has been recommended by the Board of Directors for the financial year 2019-20.	

7.6 Unclaimed Share:

In terms of Regulation 39(4) read with Schedule VI of the Listing Regulations, the Company had through its RTA sent three reminders to Shareholders, whose Share Certificates were lying unclaimed with the Company, requesting them to provide complete postal address and other relevant details to enable the RTA to dispatch such unclaimed Share Certificates to them. Details of Unclaimed shares as required under Regulation 34(3) and Part F of the Listing Regulation is given hereunder:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on 1st April, 2019	227	3,629
Number of shareholders who approached the Company / RTA for transfer of shares from suspense account during the year ended 31st March, 2020	3	38
Number of shareholders to whom shares were transferred from suspense account during the year ended 31st March, 2020	3	38
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2020	224	3,591

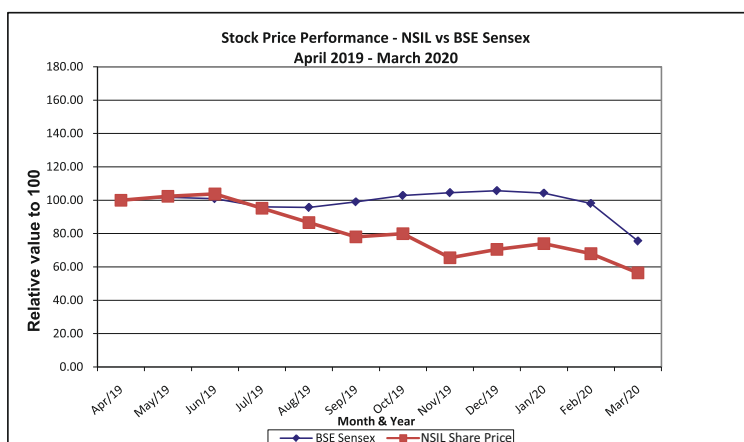
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

As and when the rightful owner of such shares approaches the Company or RTA, the Company shall to the extent of his/her entitlement, arrange to deliver the shares from the said account to the rightful owner after proper verification of his/her identity.

7.7	(a) Listing of Equity Shares on Stock Exchanges	National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G – Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
The Company pays annual listing fees to NSE and BSE.			
7.8	Stock Code (Equity Share)	Trading Symbol – BSE Limited	532256 (Demat Segment)
		Trading Symbol – National Stock Exchange of India	NSIL (Demat Segment)
		International Securities Identification Number (ISIN) Equity Shares : INE023A01030	

7.9	Stock Market Price Data	National Stock Exchange of India Ltd. (NSE)		BSE Limited (BSE)	
		Month's High Price (in ₹)	Month's Low Price (in ₹)	Month's High Price (in ₹)	Month's Low Price (in ₹)
	April, 2019	1092	980.15	1095	993.05
	May, 2019	1129.95	950.10	1150	960
	June, 2019	1105.10	1009.95	1100	1010
	July, 2019	1105	980	1099	977.55
	August, 2019	1011.9	881.05	985.9	890.05
	September, 2019	986.25	810	967.4	800
	October, 2019	915	663.6	900	690
	November, 2019	910	670	890	671.25
	December, 2019	839.2	618	784	616
	January, 2020	798.95	685.05	797	689.3
	February, 2020	809.85	695	808.8	683
	March, 2020	768	420	765	411

7.10 Share price performance in comparison to broad based indices – BSE Sensex



7.11	Registrar and Transfer Agents:	Link Intime India Private Limited Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi – 110 058 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email: delhi@linkintime.co.in		
7.12	Share Transfer System:	As per SEBI LODR and directions issued by SEBI, effective from 1st April, 2019, the securities of listed companies can only be transferred in dematerialised form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was lodged prior 1st April, 2019 and returned due to deficiency in the document. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants. Shareholders are advised to dematerialise their shares held by them in physical form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. NSDL and CDSL within the statutory time limit, from the date of receipt of documents complete in all respects along with the share certificates.		
7.13	Reconciliation of Share Capital Audit:	The reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Ltd. (“Depositories”) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the R&T Agents within stipulated period of 21 days and uploaded with the concerned depositories.		
7.14	Transfer of Unpaid / Unclaimed Amounts to Investor Education and Protection Fund:	Not Applicable		
7.15	Distribution of shareholding as at 31st March, 2020:			
By value of shareholding (in ₹)				
	Shareholders		Equity Shares held	
	Number	Percentage	Number	Percentage
1 - 5000	19,807	99.34	4,98,352	9.70
5001 - 10000	66	0.33	46,507	0.91
10001 – 20000	26	0.13	37,376	0.73
20001- 30000	3	0.02	7,194	0.14
30001- 40000	6	0.03	21,121	0.41
40001-50000	5	0.03	21,827	0.42
50001-100000	4	0.02	25,755	0.50
100001 & above	21	0.11	44,78,031	87.91
TOTAL	19,938	100.00	51,36,163	100.00
Physical Mode	9,319	46.74	1,77,116	3.45

Electronic Mode	10,619	53.26	49,59,047	96.55
By Category of shareholders	Equity Shares held			
	Number	Percentage		
Promoters	28,56,470	55.61		
FIs/Banks/Mutual Funds etc.	30,902	0.60		
Corporate Bodies	8,55,869	16.66		
FIIIs/ Foreign Portfolio Investor (Corporate)	2,29,538	4.47		
NRIs/OCBs	5,76,609	11.23		
Public/others	5,86,775	11.42		
Total	51,36,163	100.00		
7.16 Dematerialisation of shares	:	As on 31st March, 2020, 96.55% of the total share capital was in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form.		
7.17 Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity.	:	As at 31st March, 2020, the Company does not have any convertible instruments.		
7.18 Commodity price risk or foreign exchange risk and hedging activities	:	Company was not deal in Commodity and lending activities. Also there was no foreign exchange transactions during the year.		
7.19 Plant locations	:	Not Applicable		
7.20 Investor Correspondence For transfer / dematerialisation of shares, payment of dividend on shares, query on Annual Report and any other query on the shares of the Company.	:	Name: Mr. Swapan Kumar Naskar Designation: Associate Vice President Address : Link Intime India Private Limited Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi – 110 058 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in		
7.21 Address for correspondence	:	Nalwa Sons Investments Limited 28 Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015 Phone No.: (011) 45021854, 45021812 Fax No.:(011) 25928118, 45021982 Email:investorcare@nalwasons.com; Website: www.nalwasons.com		
Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, bank mandate and status to their respective Depository Participants (Dps).				

7.22	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	:	Not required to be obtained
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8. DISCLOSURES:

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interests of the Company. Related Party transactions are disclosed in the notes to Accounts forming part of this Annual Report. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:

http://nalwasons.com/pdf/Related_Party_Transactions-file001.pdf

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets. No penalties or strictures have been imposed on the Company by the stock exchanges or SEBI or any other statutory authorities relating to the above during the last three years.

(iii) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee.

The Company has formulated a Whistle Blower Policy ("WBP") in accordance with the requirements of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI LODR. The WBP provides for establishment of vigil mechanism for directors and employees to report genuine concerns or grievances. It encourages all employees, directors and business partners to report any suspected violations promptly and intends to investigate any bona-fide reports of violations. It also specifies the procedures and reporting authority for reporting unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy or any other unethical or improper activity including financial irregularities, including fraud, or suspected fraud, wastage/misappropriation of Company's funds/assets etc. The WBP also provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases. The WBP has also been uploaded on Company's website at the following link:

http://nalwasons.com/pdf/Whistle_Blower_Policy001.pdf

(iv) The Company has also formulated the Policy on Disclosure of Material Events or Information and Policy on Preservation and Archival of Documents.

The said Policies have also been uploaded on Company's website at the following links:

<http://nalwasons.com/pdf/Nalwa%20Material%20Event%20Policy.pdf>

<http://nalwasons.com/pdf/Nalwa%20Preservation%20and%20Archival%20Policy.pdf>

(v) Subsidiary Companies

The Audit Committee of the Company reviews the financial statements and the investments made by its unlisted subsidiary companies. Further, the minutes of the meetings of the board of directors of the unlisted subsidiary companies and statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed at the meeting of the Board of directors of the Company. Jindal Holdings Limited, Jindal Steel & Alloys Limited and Brahmaputra Capital and Financial Services Limited are material non-listed Indian subsidiary of the Company. The Company has formulated a policy for determining material subsidiaries which is uploaded on Company's website at the following link:

http://nalwasons.com/pdf/Policy_for_determining_material_subsidiaries_NSIL001.pdf

(vi) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned elsewhere in the Director's report.

(viii) Fees paid to the Statutory Auditors

The Shareholder at its 46th Annual General Meeting (AGM) had appointed M/s. Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company for a term of five years until the conclusion of 51st AGM of the Company. The Company has made payment of ₹ 1.90 Lakh to M/s. Doogar & Associates for all the services availed by the Company during F.Y. 2019-20.

During the period under review no services were availed by the subsidiaries of the Company from the statutory auditors of the Company except payment of statutory audit fee of Rs. 25,000/- to M/s. Doogar & Associates as Statutory Auditor of Jindal Holdings Limited, subsidiary of the Company. Further no services were availed by the company/subsidiaries from the network firm/entity of the statutory auditors during the period under review.

(ix) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.**Compliance with mandatory and non-mandatory requirements (as on 31st March, 2020)**

The Company has complied with all mandatory requirements of Regulation 34 of the SEBI LODR. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the SEBI LODR:

1. Modified Opinion(s) in Audit Report

During the period under review, there were no audit qualifications in the Company's financial statements.

2. Reporting of Internal Auditor

M/s. U K Agrawal & Associates, Chartered Accountants are the internal auditors of the Company and make presentations on their reports to the Audit Committee.

(x) No funds were raised by the Company through preferential allotment or by way of qualified institution placement during financial year 2019-20.

9. OTHER INFORMATION

(a) Risk Management Framework

The Company has in place mechanism to inform Board members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of a properly defined framework.

(b) CEO and CFO Certification

The Executive Director & C.E.O. and the Chief Financial Officer of the Company have given certification on financial reporting and internal controls to the Board as specified in Part B of Schedule II to the SEBI LODR. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI LODR.

(c) Code of Conduct

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of conduct is available on the website of the Company. The declaration of the Managing Director is given below:

To the Shareholders of Nalwa Sons Investments Limited

Sub.: Compliance with Code of Conduct

I hereby declare that for the financial year ended 31st March, 2020 all the Board members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

(Rakesh Kumar Garg)

Dated: June 26, 2020

Executive Director & C.E.O.

General Disclosures

- (i) A summary of transactions with related parties in the ordinary course of business is periodically placed before the audit committee;
- (ii) The mandatory disclosure of transactions with related parties in compliance with Indian Accounting Standard (Ind AS) is a part of this annual report;
- (iii) While preparing the annual accounts in respect of the financial year ended 31st March, 2020, no accounting treatment was different from that prescribed in the Indian Accounting Standards (Ind AS);
- (iv) The Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**To the Members,
Nalwa Sons Investments Limited**

We have examined the compliance of the conditions of Corporate Governance by Nalwa Sons Investments Limited ("the Company") (CIN No. L65993DL1970PLC146414) for the year ended on March 31, 2020 as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the period from April 1, 2019 up to March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our findings from the examination of the records produced and explanations and information furnished to us and the representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended March 31, 2020 except in respect of matters specified below.

1. The composition of Board of Directors of the Company were less than six between the period 1st April, 2019 to 29th May, 2019 & 25th March 2020 to 31st March 2020 in compliance with 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 9th May, 2018.

We state that such certificate is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Hisar
Dated: 17-07-2020**

**Rajesh Garg
M/s. Rajesh Garg & Co.
Practising Company Secretary
FCS No. 5960
C.P. No. 4093
UDIN:F005960B000466376**

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

[PURSUANT TO CLAUSE 10 OF PART C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To the Members of Nalwa Sons Investments Limited

On the basis of our review and according to the records of Nalwa Sons Investments Limited ("the Company") (CIN No. L65993DL1970PLC146414), we certify that none of the Directors on the Board of Directors of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**Place: Hisar
Dated: 17-07-2020**

**Rajesh Garg
M/s. Rajesh Garg & Co.
Practising Company Secretary
FCS No. 5960
C.P. No. 4093
UDIN:F005960B000466387**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**OVERVIEW - FINANCIAL PERFORMANCE**

On a standalone basis, the Income of the Company by way of dividend, interest and other income stood at ₹ 4,100.42 lakh during the financial year ended 31st March, 2020 as compared to ₹ 3,207.16 lakh during the previous year. Profit before exceptional items and tax stood at ₹ 1,496.28 lakh as compared to ₹ 3,753.03 lakh during previous year. Profit after tax stood at ₹ 2,457.99 lakh as compared to ₹ 3,277.09 lakh during the previous year.

On a consolidated basis the Total Income stood at ₹ 5,904.16 lakh during the financial year ended 31st March, 2020 as compared to ₹ 4,954.01 lakh during the previous year. Profit after tax stood at ₹ 1,942.60 lakh as compared to ₹ 8,525.53 lakh during the previous year.

OUTLOOK

Your Company continues to hold significant investments in equity shares of steel manufacturing companies of O.P. Jindal group. The performances of the Investee Companies are expected to improve in the current financial year, which would result in higher dividend payouts in the coming year. The Company will focus on making long term strategic investments in various new ventures promoted by O.P. Jindal group, besides consolidating the existing investments through further investments in the existing companies.

FUTURE PROSPECTS

Your Company holds significant investments in Equity Shares of O.P. Jindal Group of Companies, therefore the business prospects of the Company largely depends on the business prospects of O.P. Jindal Group of Companies and the steel industry.

Your Company is looking forward for a sustainable growth in its investee Companies in the coming years which would enhance the shareholders' value. Considering the forecasted growth in the economy as a whole and the steel industry in particular, the Company expects to enhance its entrenched value for the benefit of the shareholders' at large.

OPPORTUNITIES AND THREATS

Important downside risks stem from heightened policy uncertainty in major economies. Every business carried out by any Company are full of challenges and risk and the success of any business always depend upon the ability of the Company how it faces the challenges and survive in the highly competitive market. Your company is developing various systems and strategies to face the challenges in the competitive market. The Challenges are not from the competitors but from the domestic and global economic scenario. Your company is talking all precautions to offset the associated risks.

RISKS AND CONCERNS

The Company is mainly exposed to market risks in the form of reduction in value of its investments and fall in returns due to dip in the investee company's performance. The Company is also exposed to the fluctuations of economy and industry cycles / downturns.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Key Financial Ratios (Standalone)	FY 20	FY 19
Operating Profit Margin (%)	36.49%	116.46%
Net Profit Margin (%)	59.94%	102.18%
Return on net worth (%)	9.17%	13.53%

As compared to the figures of previous year, your Company's Operating profit margin, Net profit margin and Return on Net Worth has fallen significantly (i.e. change of more than 25%) owing to significant decrease in the Net Profit for FY 2019-20.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size and nature of its business. The audit plan is approved by the Audit Committee, which regularly reviews compliances to the plan. All Audit observations and follow-up actions thereon were reported to the Audit Committee. The Audit Committee also met the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, the adequacy and effectiveness of the internal control and systems followed by the Company. The Management acted upon the observations and suggestions of the Audit Committee.

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The Audit Committee reviews the adequacy of internal controls on regular basis.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its human resource is its strength in realizing its goals and objectives. As on March 31, 2020, the Company had four (4) employees. The Company will strengthen its operative staff as and when the need arises.

CAUTIONARY STATEMENT

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

Independent Auditors' Report

**To the Members of
Nalwa Sons Investments Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Nalwa Sons Investments Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2020, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Disputed Income Tax Demands (as described in note no. 35 to the standalone financial statements)	
<p>The Company has received income tax demand orders and notices relating to disallowances of certain deductions, expenses which are under litigation. The Company is contesting these demands.</p> <p>The unexpected adverse outcomes of such litigations and tax demands could materially impact the Company as the outcome of such legal actions is uncertain and the positions taken by the management are based on the legal opinions obtained by the Company.</p> <p>The amounts involved may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement.</p> <p>Accordingly, this matter has been determined to be a key matter in our audit of the financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Assessed the progress of all significant litigations, tax demands and contingencies. • Evaluated management’s assessment of the likely outcome and considered the requirements for any provision. • Inquired with both legal and finance personnel in respect of ongoing litigations or tax demands proceedings, inspected relevant correspondence. Also, obtained legal confirmation letters on sample basis from external legal experts. • Assessed the related disclosure of litigations, tax demands and other contingencies as described in the financial statements.

Information Other than the Standalone Financial Statements and Auditor’s report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Company’s annual report but does not include the standalone financial statements and our auditors’ report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial

performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Company's management is responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions

are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to standalone financial statements and the operating effectiveness of such controls, refer to our

separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, according to the information and explanation given to us, the Company has paid managerial remuneration during the year;
- h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note no. 35 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Doogar & Associates
Chartered Accountants
Firm Registration No.000561N

Vardhman Doogar
Partner
Membership No. 517347

UDIN: 20517347AAAAHJ9361

Place:Hisar

Date:26th June 2020

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Annexure A referred to in paragraph 1 under 'Report on other legal and Regulatory Requirements' of our report to the Members of Nalwa Sons Investments Limited of even date)

1. In respect of Company's fixed assets:-

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant & equipment.
 - b) We have been informed that property, plant & equipment have been physically verified by the management during the year which, in our opinion, is reasonable and no discrepancies were noted on such verification.
 - c) The Company does not own any immovable property in the name of the Company. Therefore, reporting under Paragraph 3(i)(c) of the Order is not applicable to the Company.
2. The Company does not have any inventory and hence reporting under clause (ii) of the CARO, 2016 is not applicable.
 3. The Company has given interest bearing unsecured demand loans to Companies covered in the register maintained under Section 189 of the Companies Act, 2013. However, the Company has not given any loan to firms, limited liability partnership or other parties covered in the register maintained under Section 189 of the Companies Act 2013.
 - a) In our opinion, the terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - b) In respect of aforesaid loan, the amount, principal as well as interest accrued thereon is repayable on demand and hence the question of repayment schedule and irregularity on payment of principal and interest does not arise.
 - c) The aforesaid loan is repayable on demand and therefore, the question of overdue amount does not arise.
 4. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and Section 186 are applicable to the Company except 186(1) and hence not commented upon. The Company has not made any investments through more than two layers of investment companies as required in Section 186(1) of the Act.
 5. According to the information given to us, the Company has not accepted any deposits under the provision of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, wherever applicable. Therefore, the provisions of clause 3(ix) of the order are not applicable to the Company.
 6. According to the explanation and information given to us and to the best of our knowledge, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act, for the services of the Company.
 7. According to the information and explanations given to us, in respect of statutory dues:

- a) The Company is generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income-tax, sales tax, service tax, customs duty, excise duty, value added tax, goods and service tax, cess and other material statutory dues applicable to it with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at March 31, 2020.
- b) According to the information and explanations given to us, the dues outstanding of income tax which have not been deposited on account of any dispute, are as follows: -

Name of the Statute	Period to which the amount relates (FY)	Forum where matter is pending	Amount (₹ in Lacs)
Income Tax Act, 1961	2006-07	Income Tax Appellate Tribunal (ITAT, New Delhi)	22.86
	2011-12		46.47
	2012-13		13.06
	2013-14		10.26
	2016-17	Commissioner of Income Tax (Appeals)	93.64

8. According to the information and explanations given to us, the Company has not taken any loan from financial institutions, banks, government and debenture holders. Therefore, the provisions of Paragraph 3 (viii) of the Order are not applicable.
9. The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) or term loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the Company.
10. According to the information and explanations given by the Management and to the best of our knowledge, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the order are not applicable to the Company and has not commented upon.
13. According to the information and explanations given by the Management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable Accounting Standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provision of clause 3(xiv) are not applicable to the company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as covered under Section 192 of the Companies Act, 2013.

16. According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For **Doogar & Associates**

Chartered Accountants

Firm's Registration No. 000561N

Vardhman Doogar

Partner

Membership No. 517347

UDIN:20517347AAAAHJ9361

Place: - Hisar

Date: - 26th June 2020

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Nalwa Sons Investments Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Nalwa Sons Investments Limited as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of such internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting with Reference to Standalone Financial Statements

A company's internal financial controls over financial reporting with reference to standalone financial statements are a process designed to provide reasonable assurance regarding the reliability of financial reporting and the

preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with Reference to standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Doogar & Associates**

Chartered Accountants

Firm Registration No. 000561N

Vardhman Doogar

Partner

Membership No. 517347

UDIN: 20517347AAAAHJ9361

Place:Hisar

Date:26th June 2020

Nalwa Sons Investments Limited
Balance Sheet as at March 31, 2020

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
I. ASSETS				
1) Financial Assets				
(a) Cash and cash equivalents	4	31.25	32.93	1,009.10
(b) Bank balances other than Cash and Cash Equivalents	5	1,000.00	-	-
(c) Receivables				
(i) Trade receivables	6	-	-	15.35
(ii) Other receivables	7	1,662.59	632.09	13.79
(d) Loans	8	10,270.81	9,238.28	6,995.05
(e) Investments	9	3,22,539.12	3,75,475.81	3,89,410.76
(f) Other financial assets	10	5.06	-	0.10
Total financial assets		3,35,508.83	3,85,379.11	3,97,444.15
2) Non-financial assets				
(a) Current tax assets (net)	11	177.30	199.79	175.19
(b) Property, plant and equipment	12	11.68	13.48	0.13
Total non-financial assets		188.98	213.27	175.32
Total Assets		3,35,697.81	3,85,592.38	3,97,619.47
II. Liabilities and Equity				
1) Financial Liabilities				
(a) Other payables	13			
(i) Dues of micro enterprises and small enterprises		-	-	-
(ii) Dues of Other than micro enterprises and small enterprises		3.43	8.25	3.33
(b) Other financial liabilities	14	7.61	7.42	4.41
		11.04	15.67	7.74
2) Non-Financial Liabilities				
(a) Provisions	15	11.55	7.17	3.56
(b) Other non-financial liabilities	16	4.55	6.78	4.06
(c) Deferred tax liabilities (net)	17	18,521.60	27,439.90	30,181.41
Total Liabilities		18,537.70	27,453.85	30,189.04
3) Equity				
(a) Equity share capital	18	513.62	513.62	513.62
(b) Other equity	19	3,16,635.45	3,57,609.24	3,66,909.07
Total Equity		3,17,149.07	3,58,122.86	3,67,422.69
TOTAL EQUITY AND LIABILITIES		3,35,697.81	3,85,592.38	3,97,619.47

Significant accounting policies and notes to the financial statements 1 to 46

As per our report of even date

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar

Partner
M. No. 517347

Rajinder Parkash Jindal

Director
DIN:00038580

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00004594

Place: Hisar

Dated: 26th June 2020

Deepak Garg

Chief Financial Officer

Ajay Mittal

Company Secretary

Nalwa Sons Investments Limited
Statement of Profit and Loss for the year ended March 31, 2020

(₹ In Lakhs)

Particulars		Note No.	Year ended March 31, 2020	Year ended March 31, 2019
	Revenue from operations			
(i)	Interest Income	20	1,199.73	1,111.11
(ii)	Dividend Income	21	2,895.44	2,073.86
I.	Total revenue from operations		4,095.17	3,184.97
II.	Other income	22	5.25	22.20
III.	Total Income (I+II)		4,100.42	3,207.17
IV.	Expenses :			
	Finance costs	23	0.03	0.06
	Net fair value loss	24	2,373.47	71.05
	Impairment on financial instruments	25	(3.72)	(829.28)
	Employee benefits expenses	26	102.74	104.41
	Depreciation and amortisation expense	12	1.80	1.80
	Other expenses	27	129.82	124.09
	Total expenses (IV)		2,604.14	(527.87)
V.	Profit before tax (III-IV)		1,496.28	3,735.04
VI.	Tax Expense:	30		
	Current tax		90.49	-
	Deferred tax		(1,052.20)	457.94
	Total tax expense (VI)		(961.71)	457.94
VII.	Profit for the year (V-VI)		2,457.99	3,277.10
VIII.	Other Comprehensive Income			
	Items that will not be re-classified to profit or loss			
(i)	Re-measurement gain/(loss) on defined benefit plans		0.05	(0.08)
(ii)	Equity instruments through other comprehensive income		(51,297.92)	(15,776.30)
(iii)	Income tax relating to items that will not be reclassified to profit or loss		7,866.10	3,199.45
	Total Other comprehensive income (VIII)		(43,431.77)	(12,576.93)
IX.	Total Comprehensive Income for the year (VII+VIII)		(40,973.78)	(9,299.83)
X.	Earning per equity share			
	(Face value ₹ 10 each): 28			
	Basic		47.86	63.80
	Diluted		47.86	63.80

Significant accounting policies and notes to the financial statements

1 to 46

As per our report of even date

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar

Partner
M. No. 517347

Rajinder Parkash Jindal

Director
DIN: 00004594

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00038580

Place: Hisar

Dated: 26th June 2020

Deepak Garg

Chief Financial Officer

Ajay Mittal

Company Secretary

Nalwa Sons Investments Limited
Cash Flow Statement for the year ended March 31, 2020

(₹ In Lakhs)

Particular	Year ended March 31, 2020	Year ended March 31, 2019
A) Cash Flows from the operating activities		
Net Profit/(loss) before tax	1,496.28	3,735.04
Adjustments:		
Interest Income on loans	(674.33)	(592.76)
Dividend Income	(2,895.44)	(2,073.86)
Depreciation and amortisation	1.80	1.80
(Gain)/loss on fair valuation of debt instruments	1,853.70	(447.30)
Provision for employee benefits	5.75	4.69
	(212.24)	627.61
Interest income	674.33	592.76
Dividend income	1,864.94	1,455.56
Operating profit before working capital changes		
Adjustments for :-		
(Increase)/decrease in trade receivables	-	15.35
(Increase)/decrease in other financial assets	(5.06)	0.10
Increase/(decrease) in financial liabilities	(4.63)	7.92
Increase/(decrease) in non-financial liabilities	(3.56)	1.56
Cash generated from operations	2,313.78	2,700.86
Income tax paid	(68.00)	(24.61)
Net cash from/used in operating activities	2,245.79	2,676.25
B) Cash inflow/(Outflow) from investment activities		
Loans and advances received/(given) (net)	(1,032.53)	(2,243.23)
Purchase of investments	(214.93)	(1,394.05)
Purchase of property, plant & equipment	-	(15.15)
Investment in fixed deposits	(1,000.00)	-
Net Cash from/used in Investment Activities	(2,247.46)	(3,652.43)
C) Cash flows from financing activities		
Net Cash from/used in financing activities	-	-
Net Increase/(Decrease) in Cash and Cash Equivalent (A+B+C)	(1.67)	(976.18)
Cash and cash equivalents at the beginning of the period	32.93	1,009.10
Cash and cash equivalents at the end of the period	31.25	32.93

Notes: -

(I) The above cash flow statement has been prepared by using the "indirect method" set out in IND AS -7- Statement of Cash Flows.

Significant accounting policies and notes to the financial statements 1 to 46

As per our report of even date

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar

Partner
M. No. 517347

Rajinder Parkash Jindal

Director
DIN: 00004594

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00038580

Place: Hisar

Dated: 26th June 2020

Deepak Garg

Chief Financial Officer

Ajay Mittal

Company Secretary

Nalwa Sons Investments Limited
Statement of changes in equity for the year ended March 31, 2020

A. Equity Share Capital

Balance as at April 1, 2018	Movement during the year	Balance as at March 31, 2019	Movement during the year	Balance as at March 31, 2020
513.62	-	513.62	-	513.62

B. Other Equity

Particulars	Reserve & Surplus					Other Comprehensive Income		Total
	Securities Premium	Statutory Reserve	General Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurements of defined benefit plans	
Balance as at 1st April, 2018	3,004.20	3,105.47	2,262.77	17,276.90	10,024.11	3,31,235.62	-	3,66,909.07
Profit/(loss) for the year	-	-	-	-	3,277.10	-	-	3,277.10
Total comprehensive income for the year (net of tax)	-	-	-	-	-	(12,576.85)	(0.08)	(12,576.93)
Transferred from retained earnings	-	586.78	-	-	(586.78)	-	-	-
Balance as at March 31, 2019	3,004.20	3,692.25	2,262.77	17,276.90	12,714.42	3,18,658.78	(0.08)	3,57,609.24
Profit/(loss) for the year	-	-	-	-	2,457.99	-	-	2,457.99
Total comprehensive income for the year (net of tax)	-	-	-	-	-	(43,431.82)	-	(43,431.82)
Transferred from retained earnings	-	491.60	-	-	(491.60)	-	0.05	0.05
Balance as at March 31, 2020	3,004.20	4,183.85	2,262.77	17,276.90	14,680.81	2,75,226.96	(0.04)	3,16,635.46

See accompanying notes to the financial statements

1 to 46

As per our report of even date

For **Doogar & Associates**
Chartered Accountants
Firm's registration No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar
Partner
M. No 517347

Rajinder Parkash Jindal
Director
DIN: 00004594

Rakesh Kumar Garg
Executive Director & CEO
DIN: 00038580

Place: Hisar
Dated: 26th June 2020

Deepak Garg
Chief Financial Officer

Ajay Mittal
Company Secretary

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****1. GENERAL INFORMATION**

Nalwa Sons Investments Limited was incorporated on November 18, 1970 under the erstwhile Companies Act i.e. Companies Act, 1956 (now Companies Act, 2013) and is registered as Non-deposit taking Non-Banking Financial Company ('NBFC') under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

2. SIGNIFICANT ACCOUNTING POLICIES**a) Basis of preparation**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015. For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2020 are the first financial statements, which have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standard) Rules, 2015.

The regulatory disclosures as required by Master Directions for Non-Banking Financial Company – Non Systemically Important Non-Deposit taking Company Directions, 2016 issued by the RBI ('RBI Master Directions') to be included as a part of the Notes to Accounts are prepared as per the Ind AS financial statements pursuant to the notification on Implementation of Indian Accounting Standards, dated March 13, 2020.

b) Use of estimates and judgements

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the balances of assets and liabilities, disclosures of contingent liabilities as at the date of the standalone financial statements and the reported amounts of income and expenses for the periods presented. The Company has a policy to review these estimates and underlying assumptions on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

c) Revenue recognition**Interest Income**

Under Ind AS 109 interest income is recorded using the effective interest rate ('EIR') method for all financial instruments measured at amortised cost. The EIR is the rate that discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend Income

Income from dividend on shares of corporate bodies is taken into account on accrual basis when such dividend has been declared by the corporate body in its annual general meeting and the Company's right to receive payment is established.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****d) Employee Benefits Expense****(i) Defined contribution plans**

Contributions to the Provident Fund based on the statutory provisions as per the Employee Provident Fund Scheme is recognised as an expense in the Statement of Profit and Loss in the period when services are rendered by the employees.

(ii) Defined benefit plans**Gratuity**

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Leave encashment

The company treats its liability for long-term compensated absences based on actuarial valuation as at the Balance Sheet date, determined by an independent actuary using the Projected Unit Credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur.

e) Property, Plant and Equipment**(i) Measurement**

Items of Property, plant and equipment, are measured at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as on 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

(iii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that it will increase the future economic benefits from the existing asset beyond its previously assessed standard of performance/life. All other expenses on existing Property, plants and equipment, including day to day repair and maintenance and cost of replacing parts are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****(iv) Derecognition**

An item of Property, plant and equipment is derecognized upon its disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the same (calculated as the difference between the net disposal proceeds and its carrying amount) is recognized in the Statement of Profit and Loss in the period the item is derecognized.

(v) Depreciation

Depreciation is calculated using Straight Line Method (SLM) over the useful lives of assets and is recognized in the Statement of profit and loss. Depreciation for assets purchased / sold during the period is proportionately charged. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

f) Impairment of Non-financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available.

If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognized in the Statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Investment in Subsidiaries and Associate

On transition to Ind AS, the Company has elected to continue with the carrying value of investments in subsidiaries and associate as on 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such investments.

Investment in Subsidiaries and associates are carried at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. Upon disposal of investment, the difference between the net disposal proceeds and the carrying amount is credited or charged to the Statement of Profit and Loss.

h) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet and in the Statement of Cash flows comprise of cash in hand and balance with banks in current accounts.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****i) Borrowing Costs**

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

j) Provisions and Contingent Liabilities

Provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

k) Tax Expense

Income tax expense represents the sum of the tax currently payable and deferred tax. Current tax and deferred tax is recognized in the Profit and Loss except when it relates to items that are recognized in Other Comprehensive Income.

Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized using the Balance Sheet approach. It represents temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill. The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a Deferred tax asset if there is convincing evidence that the Company will pay normal income tax in future years. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

I) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss).
- Those measured at amortized cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Initial recognition and measurement

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in following categories:

- Financial assets at amortized cost
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortized cost

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

Business Model Test: The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes) and;

Cash flow characteristics test: The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in other income in profit or loss. The losses arising from impairment are recognized in the profit or loss. This category general applies to trade and other receivables.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

Financial assets designated at fair value through Other Comprehensive Income (OCI)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

- ☑ the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass through” arrangement and either;
 - § the Company has transferred substantially all the risks and rewards of the asset, or
 - § the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the right and obligations that the Company has retained.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- ☑ Financial assets measured at amortized cost;
- ☑ Financial assets measured at fair value through other comprehensive income (FVTOCI);

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company follows “simplified approach” for recognition of impairment loss allowance on:

- ☑ Trade receivables or contract revenue receivables without significant financial element;
- ☑ All lease receivables resulting from the transactions within the scope of Ind AS 116–Leases

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analyzed.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

(ii) Financial liabilities:**Initial recognition and measurement**

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company financial liabilities include trade payables, liabilities towards services, and other payables.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- ☑ Financial liabilities at fair value through profit or loss
- ☑ Financial liabilities at amortized cost (loans and borrowings)

Financial liabilities at Fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at Amortized cost

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the Effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****Offsetting of financial instruments**

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

m) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

n) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

(based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Standards issued but not effective

There are no standards that are issued but not yet effective as on March 31, 2020.

4 Cash and cash equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
(i) Cash on hand	0.01	0.12	0.01
(ii) Balances with banks - in current accounts	31.24	32.81	1,009.09
Total cash and cash equivalents	31.25	32.93	1,009.10

5 Bank balances other than Cash and Cash Equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
(i) In Deposit Accounts - Original maturity more than 3 months	1,000.00	-	-
Total bank balances other than Cash and Cash Equivalents	1,000.00	-	-

6 Trade receivables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured (i) Trade receivables considered good Less: allowance for expected credit loss	-	-	15.35
Total trade receivables	-	-	15.35

7 Other receivables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured, considered good Dividend receivable Others	1,648.80 13.79	618.30 13.79	- 13.79
Total other financial assets	1,662.59	632.09	13.79

Nalwa Sons Investments Limited
Notes to the Standalone Financial Statements for the year ended March 31, 2020

8 Loans (measured at amortised costs)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Loans repayable on demand			
- related party	-	6.73	6.73
Less: Impairment loss allowance	-	(6.73)	(6.73)
- others	12,092.74	11,057.19	10,221.98
Less: Impairment loss allowance	(1,821.92)	(1,818.91)	(3,226.93)
Total loans	10,270.81	9,238.28	6,995.05

9. Investments

S. N.	Particulars	Par Value	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
			Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
I.	Subsidiaries (measured at deemed cost)							
	Jindal Holdings Ltd.	10	1,60,85,665	6,100.66	1,60,85,665	6,100.66	1,60,85,665	6,100.66
	Brahmputra Capital & Financial Services Ltd.	10	2,13,37,490	2,168.79	2,13,37,490	2,168.79	2,13,37,490	2,168.79
	Jindal Steel & Alloys Ltd.	10	70,19,860	3,501.93	70,19,860	3,501.93	70,19,860	3,501.93
	Jindal Stainless (Mauritius) Ltd.	US\$1	1,07,00,000	4,938.99	1,07,00,000	4,938.99	1,07,00,000	4,938.99
				16,710		16,710.37		16,710.37
	Less: allowance for impairment			(4,938.99)		(4,938.99)		(4,938.99)
	Sub-total (A)			11,771.38		11,771.38		11,771.38
II.	Associates (measured at deemed cost)							
	Jindal Equipment Leasing and Consultancy Services Ltd.	10	15,39,000	892.27	15,39,000	892.27	15,39,000	892.27
	Sub-total (B)			892.27		892.27		892.27
III.	Equity Instruments (measured at Fair Value Through OCI)							
	(i) Quoted equity shares of							
	Jindal Saw Ltd.	2	5,35,50,000	41,060.27	5,35,50,000	44,517.60	5,35,50,000	61,185.94
	Shalimar Paints Ltd.	2	13,72,590	1,174.53	13,72,590	1,119.35	13,72,590	1,933.29
	JSW Steel Ltd.	1	4,54,86,370	25,894.50	4,54,86,370	1,33,297.81	4,54,86,370	1,31,068.98
	Jindal South West Holdings Ltd.	10	11,37,145	1,13,079.12	11,37,145	32,545.09	11,37,145	18,819.18
	JSW Energy Ltd.	10	370	0.24	370	0.27	370	0.27
	Hexa Tradex Limited	2	1,07,10,000	1,100.47	1,07,10,000	2,287.71	1,07,10,000	3,725.26
	Jindal Stainless (Hisar) Limited	2	3,47,945	237.99	3,47,945	326.20	3,47,945	549.75
	Jindal Stainless Limited	2	3,47,945	132.29	3,47,945	141.27	3,47,945	273.31
	JITF Infralogistics Limited	2	43,04,662	307.05	43,04,662	723.18	43,04,662	1,487.26
	Sub-total (C)			1,82,986.46		2,14,958.47		2,19,043.24

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

S. N.	Particulars	Par Value	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
			Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
	(ii) Unquoted equity shares (measured at Fair Value Through OCI)							
	Abhinandan Investments Limited	10	39,900	234.80	39,900	281.14	39,900	462.78
	Stainless Investments Ltd.	100	20,65,000	716.83	20,65,000	1,058.20	20,65,000	1,413.74
	Rohit Tower Building Ltd.	10	2,400	4.52	2,400	5.70	2,400	10.04
	Sahyog Holdings Pvt. Limited	10	8,524	244.63	8,524	281.67	8,524	277.19
	Danta Enterprises Pvt. Limited	10	8,524	30,468.60	8,524	35,197.70	8,524	37,022.95
	Indusglobe Multiventures Private Limited	10	852	1.86	852	1.46	852	1.46
	Strata Multiventures Private Limited	10	852	15.88	852	19.87	852	11.62
	Radius Multiventures Private Limited US\$	1	852	0.26	852	0.46	852	0.70
	Divino Multiventures Private Limited	10	852	4.67	852	5.08	852	6.53
	Genova Multisolutions Private Limited	10	852	3.60	852	5.14	852	5.90
	Mansarover Investments Limited	10	10,85,000	689.36	10,85,000	818.95	10,85,000	1,500.71
	Goswami Credits & Investment Limited	10	5,00,000	143.75	5,00,000	200.20	5,00,000	365.20
	Sun Investments Pvt. Ltd.	10	17,000	9.70	17,000	7.90	17,000	10.05
	Groovy Trading Private Limited	10	10	0.82	10	0.82	10	0.82
	Saraswat Co. Op. Bank	10	1,000	2.11	1,000	1.91	1,000	1.91
	Midland Steel Processors Ltd.	10	2,00,000	-	2,00,000	-	2,00,000	-
	PT Jindal Stainless Indonesia	10	100	0.05	100	0.05	100	0.05
	Sonabheel Tea Limited	10	100	0.12	100	0.14	100	0.14
	Virtuous Tradecorp Pvt. Ltd.	10	8,524	28,829.97	8,524	33,600.02	8,524	35,515.70
	OPJ Trading Pvt. Limited	10	8,524	27,638.30	8,524	32,534.97	8,524	38,911.78
	Sub-total (D)			89,009.85		1,04,021.38		1,15,519.28
	(ii) Zero Coupon Compulsory Convertible Preference Shares (measured at Fair Value Through OCI)							
	Indusglobe Multiventures Private Limited	10	85,200	185.90	85,200	145.93	85,200	145.93
	Strata Multiventures Private Limited	10	85,200	1,587.94	85,200	1,987.42	85,200	1,162.34
	Radius Multiventures Private Limited	10	85,200	25.68	85,200	46.03	85,200	70.00
	Divino Multiventures Private Limited	10	85,200	467.09	85,200	508.38	85,200	652.91
	Genova Multisolutions Private Limited	10	85,200	360.46	85,200	513.62	85,200	590.17
	Sub-total (E)			2,627.07		3,201.37		2,621.35
	(iii) Compulsory Convertible Preference Shares (measured at Fair Value Through OCI)							
	Sahyog Holdings Pvt. Limited	100	8,52,400	24,463.36	8,52,400	28,167.29	8,52,400	27,719.18
	Mansarover Investments Limited	100	4,00,000	167.57	4,00,000	173.73	4,00,000	262.08
	Nalwa Investments Limited	100	1,00,000	163.92	1,00,000	223.44	1,00,000	47.76
	JITF Shipyards Limited	100	24,00,000	5,008.04	24,00,000	4,978.52	24,00,000	6,287.61
	Sub-total (F)			29,802.90		33,542.98		34,316.63
IV.	Debt Instruments (measured at Fair Value Through amortised cost)							
	Everplus Securities & Finance Limited	100	27,61,585	1,778.46	27,61,585	1,631.57	27,61,585	1,496.85
	Abhinandan Investments Limited	100	30,000	19.99	30,000	18.34	30,000	16.82
	Mansarover Investments Limited	100	3,60,000	239.92	3,60,000	220.11	3,60,000	201.93
	Jindal Equipment Leasing and Consultancy Services Ltd.	100	19,78,000	1,317.91	19,78,000	1,209.09	19,78,000	1,109.26
	Jagran Developers Private Limited	100	3,05,000	203.22	3,05,000	186.44	3,05,000	171.04
	Goswami Credits & Investment Limited	100	6,00,000	399.77	6,00,000	366.76	6,00,000	336.48
	Renuka Financial Services Limited	100	4,00,000	266.51	4,00,000	244.51	4,00,000	224.32
	Jindal Petroleum Limited	100	19,17,000	654.73	19,17,000	1,845.42	19,17,000	1,689.91
	Mineral management Services Private Limited	100	14,87,750	526.57	13,94,050	1,365.73	-	-
	Glebe Trading Private Limited	100	1,19,000	42.12	-	-	-	-
	Sub-total (G)			5,449.19		7,087.96		5,246.62
	Total (A to G)			3,22,539.12		3,75,475.81		3,89,410.76

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

Notes: -

(i) 3,47,945 (March 31, 2019 and April 1, 2018 : 3,47,945) shares of Jindal Stainless Limited have been pledged to the lender of Jindal Stainless Limited.

10 Other financial assets

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured, considered good Advances to employees	5.06	-	0.10
Interest accrued but not due	5.06	-	-
Total other financial assets	-	-	0.10

11 Current tax asset(net)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Advance tax including TDS Receivable (net of provision for income tax)	177.30	199.79	175.19
Total current tax assets	177.30	199.79	175.19

12. Property, Plant and Equipment

Particulars	Furniture & Fixtures	Computers	Vehicles	Other Assets	Total
Deemed Cost/Gross Block					
As at April 1, 2018	1.14	1.10	-	0.41	2.65
Additions	-	-	15.15	-	15.15
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2019	1.14	1.10	15.15	0.41	17.80
Additions	-	-	-	-	-
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2020	1.14	1.10	15.15	0.41	17.80
Accumulated Depreciation					
As at April 1, 2018	1.08	1.05	-	0.39	2.52
Additions	-	-	1.80	-	1.80
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2019	1.08	1.05	1.80	0.39	4.32
Additions	-	-	1.80	-	1.80
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2020	1.08	1.05	3.60	0.39	6.12
Net Block					
As at April 1, 2018	0.06	0.05	-	0.02	0.13
As at March 31, 2019	0.06	0.05	13.35	0.02	13.48
As at March 31, 2020	0.06	0.05	11.55	0.02	11.68

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

13 Trade payables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Dues of micro enterprises and small enterprises #	-	-	-
Dues of Other than micro enterprises and small enterprises	3.43	8.25	3.33
Total trade payables	3.43	8.25	3.33

- refer note no.29

14 Other financial liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Interest payable	1.09	1.09	1.09
Employees related payable	6.52	6.32	3.32
Total other financial liabilities	7.61	7.42	4.41

15 Provisions

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Provisions for employee benefits			
Gratuity	4.77	3.15	1.59
Leave encashment	6.79	4.03	1.97
Total provisions	11.55	7.17	3.56

16 Other non-financial liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Statutory dues payable	4.55	6.78	4.06
Total other non-financial liabilities	4.55	6.78	4.06

17 Deferred tax liabilities (net)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred tax liabilities (a)	18,999.61	28,002.64	31,097.89
Deferred tax assets (b)	(478.01)	(562.73)	(916.48)
Net deferred tax liabilities (a-b)	18,521.60	27,439.90	30,181.41

* refer note no.30 for significant components of deferred tax liabilities/(assets)

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

18 Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)
Authorised						
Equity shares of ₹ 10 /- each	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Total	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Issued, subscribed and fully paid up						
Equity shares of ₹10/- each	51,36,163	513.62	51,36,163	513.62	51,36,163	513.62
Total	51,36,163	513.62	51,36,163	513.62	51,36,163	513.62

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
	Number of shares	Number of shares	Number of shares
Shares at the beginning of the year	51,36,163	51,36,163	51,36,163
Movement during the year	-	-	-
Shares outstanding at the end of the year	51,36,163	51,36,163	51,36,163

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of ₹ 10/- each. Each equity shareholder is entitled to one vote per share.

(c) Detail of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Number	% holding	Number	% holding	Number	% holding
Equity shares of ₹ 10 each fully paid						
Keswani Haresh	2,46,970	4.81	2,88,718	5.62	2,88,718	5.62
Vistra Itcl (India) Limited *	8,30,036	16.16	6,79,208	13.22	5,23,972	10.20
OPJ Trading Private Limited	5,71,386	11.12	5,71,386	11.12	5,71,386	11.12
Virtuous Tradecorp Private Limited	5,71,385	11.12	5,71,385	11.12	5,71,385	11.12
Danta Enterprises Private Limited	5,71,386	11.12	5,71,386	11.12	5,71,386	11.12
Genova Multisolutions Private Limited	5,71,286	11.12	5,71,286	11.12	5,71,286	11.12

* Formerly known as IL&FS Trust Company Limited

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

19 Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
A. Reserves & Surplus			
(i) Securities Premium			
Opening balance	3,004.20	3,004.20	3,004.20
Movement during the year	-	-	-
Closing balance	3,004.20	3,004.20	3,004.20
(ii) General reserve			
Opening balance	2,262.77	2,262.77	2,262.77
Movement during the year	-	-	-
Closing balance	2,262.77	2,262.77	2,262.77
(iii) Statutory Reserve u/s Section 45-IC			
Opening balance	3,692.25	3,105.47	3,105.47
Movement during the year	491.60	586.78	-
Closing balance	4,183.85	3,692.25	3,105.47
(iv) Capital reserve			
Opening balance	17,276.90	17,276.90	17,276.90
Movement during the year	-	-	-
Closing balance	17,276.90	17,276.90	17,276.90
(v) "Retained Earnings"			
Opening balance	12,714.42	10,024.11	10,024.11
Profit/(loss) for the year	2,457.99	3,277.10	-
Less: transferred to Statutory reserves	(491.60)	(586.78)	-
Closing balance	14,680.81	12,714.42	10,024.11
(vi) Other Comprehensive Income			
Opening balance	3,18,658.70	3,31,235.62	-
Other comprehensive Income/(loss) for the year	(43,431.78)	(12,576.93)	-
Ind AS Transition adjustment	-	-	3,31,235.62
Closing balance	2,75,226.92	3,18,658.70	3,31,235.62
Total other equity	3,16,635.45	3,57,609.24	3,66,909.07

Notes:-

- (i) **Capital reserves:-** The Company has created capital reserve on account of scheme of amalgamation and demerger.
- (ii) **Securities premium:-** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (iii) **General reserve:-** General Reserves are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (iv) **Retained earnings:-** Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.
- (v) **Reserve u/s 45 IC of the Reserve Bank of India Act, 1934:** The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

20 Interest Income

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest income on financial assets measured at amortised costs		
- on loans	674.33	592.76
- on debt investments	519.77	518.35
- on fixed deposits	5.63	-
Total interest income	1,199.73	1,111.11

21 Dividend Income

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Dividend Income on quoted equity instruments	2,895.44	2,073.86
Total dividend income	2,895.44	2,073.86

22 Other income

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit on sale of mutual funds	1.05	22.06
Gain on foreign exchange fluctuation	4.21	-
Miscellaneous Income	-	0.14
Total other income	5.25	22.20

23 Finance costs

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Other interest expenses		
- Bank charges	0.03	0.06
Total finance costs	0.03	0.06

24 Net loss/(gain) on fair value changes

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Loss on financial instruments measured at amortised cost		
- Investment in non convertible preference shares	2,373.47	71.05
Net loss/(gain) on fair value charges	2,373.47	71.05

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

25 Impairment on financial instruments

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Impairment on loans measured at amortised costs	3.01	6.75
Reversal of impairment on loans measured at amortised cost	(6.73)	(1,421.50)
Loss Assets Written Off	-	585.47
Total impairment on financial instruments	(3.72)	(829.28)

26 Employee benefit expenses

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and wages	101.54	102.39
Contribution to provident and other funds	1.20	1.70
Staff welfare expenses	-	0.32
Total employee benefits expenses	102.74	104.41

27 Other expenses

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Rent	5.99	5.99
Legal and professional	84.76	54.83
Auditor's remuneration	2.24	2.24
Advertisement and publicity	2.25	1.88
Postage & Courier expenses	4.30	10.29
Printing & Stationery expenses	6.02	4.81
Travelling and Conveyance	0.22	0.08
Rates & Taxes	11.71	4.40
Expenditure towards Corporate Social Responsibility	9.50	37.13
Donation	-	0.25
Director's Sitting fee	0.80	0.80
Miscellaneous expenses	2.02	1.39
Total other expenses	129.82	124.09

* Payment to auditors includes: -

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Statutory audit fee	2.24	2.24
Total	2.24	2.24

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****28 Earnings per share**

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit/(Loss) attributable to equity shareholders (₹) (A)	2,457.99	3,277.10
Weighted average number of outstanding equity shares (B)	51,36,163	51,36,163
Nominal value per equity share (₹)	10.00	10.00
Basic EPS (A/B) (₹)	47.86	63.80
Diluted EPS (A/B) (₹)	47.86	63.80

29 Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Principal amount due outstanding	-	-
Interest due on (1) above and unpaid	-	-
Interest paid to the supplier	-	-
"Payments made to the supplier beyond the appointed day during the year."	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

30 a) Income tax expense

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax	90.49	-
Deferred tax	(1,052.20)	457.94
Total tax expenses	(961.71)	457.94

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****b) Reconciliation of estimated income tax to income tax expense**

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Accounting profit before tax (A)	1,496.28	3,735.04
Enacted tax rate in India (B)	25.17%	26.00%
Expected income tax expense at statutory tax rate (A*B)	376.58	971.11
Tax effect of the amount not deductible for computing taxable income		
Expenses not deductible in determining taxable profits	8.16	15.67
Income not chargeable to tax	(859.54)	(539.20)
Other adjustments	(486.91)	10.36
Tax expense reported	(961.71)	457.94

c) Deferred Tax

The significant component of deferred tax assets / (liabilities) and movement during the year are as under:

Particulars	Deferred tax liability/(asset) as at April 1, 2019	Recognised/ (reversed) in Other Comprehensive Income	Recognised/ (reversed) in statement of profit & loss	Deferred tax liability/(asset) as at March 31, 2020
Gross deferred tax liabilities				
Investments measured at fair value	28,002.64	(7,866.10)	(1,136.93)	18,999.61
	28,002.64	(7,866.10)	(1,136.93)	18,999.61
Gross deferred tax assets				
Brought forward business loss	42.22	-	(42.22)	-
Brought forward capital loss	12.28	-	4.16	16.44
Provision for doubtful debts	506.02	-	(47.48)	458.54
Property, plant and equipment	0.22	-	(0.11)	0.11
Provisions for employee benefit	2.00	-	0.91	2.91
	562.73	-	(84.73)	478.00
Net Deferred Tax liabilities	27,439.90	(7,866.10)	(1,052.20)	18,521.61

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

Particulars	Deferred tax liability/(asset) as at April 1, 2018	Recognised/ (reversed) in Other Comprehensive Income	Recognised/ (reversed) in statement of profit & loss	Deferred tax liability/(asset) as at March 31, 2019
Gross deferred tax liabilities				
Investments measured at fair value	31,097.89	(3,199.45)	104.20	28,002.64
	31,097.89	(3,199.45)	104.20	28,002.64
Gross deferred tax assets				
Brought forward business loss	-	-	42.22	42.22
Brought forward capital loss	15.84	-	(3.56)	12.28
Provision for doubtful debts	899.60	-	(393.58)	506.02
Property, plant and equipment	0.04	-	0.18	0.22
Provisions for employee benefit	0.99	-	1.00	2.00
	916.48	-	(353.74)	562.73
Net Deferred Tax liabilities	30,181.41	(3,199.45)	457.94	27,439.90

31 Segment Reporting

Based on guiding principles given in Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified under the Companies (Accounting Standards) Rules, 2006, Company's primary business segment is Investing & Financing. These activities mainly have similar risk & returns. As Company's business activities fall within a single primary business segment, the disclosure requirements of Ind AS 108 are not applicable.

32 Related Party Disclosures

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

(a) Name and nature of related party relationships**(i) Subsidiaries**

Jindal Holdings Limited
 Jindal Steel & Alloys Limited
 Jindal Stainless (Mauritius) Limited
 Brahmaputra Capital & Financial Services Ltd.
 Massillon Stainless Inc. U.S.A. (up to 27th March, 2019)

(ii) Associate

Jindal Equipment Leasing & Consultancy Services Limited

(iii) Key Managerial Personnel (KMP)

Sh. Rakesh Kumar Garg	Executive Director & C.E.O.
Sh. Deepak Garg	Chief Financial Officer
Sh. Raghav Sharma	Company Secretary (upto 31st August 2019)
Sh. Ajay Mittal	Company Secretary (w.e.f 28th February 2020)
Sh. Ram Gopal Garg	Independent Director
Sh. Rajinder Prakash Jindal	Independent Director
Sh. Shailesh Goyal	Independent Director (upto 24th March 2020)
Smt. Vaishali Deshmukh	Independent Director

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

(iv) Relatives of Key Managerial Personnel

Smt. Sneha Garg

(b) Transactions during the year

(₹ in Lacs)

Particulars	2019-20		2018-19	
	Key Managerial Personnel (KMP)	Relatives of Key Managerial Personnel	Key Managerial Personnel (KMP)	Relatives of Key Managerial Personnel
Remuneration paid: -				
Sh. Deepak Garg	18.35	-	16.60	-
Sh. Rakesh Kumar Garg	67.90	-	55.31	-
Sh. Raghav Sharma	2.68	-	5.48	-
Sh. Ajay Mittal	0.38	-	-	-
Lease rent paid: -				
Smt. Sneha Garg	-	5.28	-	5.17
Sitting fee paid: -				
Sh. Shailesh Goyal	0.40	-	0.40	-
Smt. Vaishali Deshmukh	0.40	-	0.40	-

(c) Balances outstanding at the year end: -

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Loan/ Advance given			
Jindal Stainless (Mauritius) Limited	-	6.73	6.73
Investments in equity shares			
Jindal Holdings Ltd.	6,100.66	6,100.66	6,100.66
Brahmputra Capital & Financial Services Ltd.	2,168.79	2,168.79	2,168.79
Jindal Steel & Alloys Ltd.	3,501.93	3,501.93	3,501.93
Jindal Stainless (Mauritius) Ltd.	4,938.99	4,938.99	4,938.99
Provisions for NPA/ diminution of investments			
Jindal Stainless (Mauritius) Limited	-	6.73	6.73
Jindal Stainless (Mauritius) Limited	4,938.99	4,938.99	4,938.99

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****33 Disclosure relating to Expenditure towards Corporate Social Responsibility**

The details of expenditure on Corporate Social Responsibility (CSR) activities as per Section 135 of the Companies Act, 2013 read with schedule VII are as below: -

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Amount required to be spent as per Section 135 of the Act	8.38	10.13
Amount spent during the year on : -		
(i) Construction / acquisition of an asset	-	-
(ii) On purposes other than (i) above (for CSR projects)	9.50	37.13
Total	9.50	37.13

34 Employee benefits**a) Defined contribution plans: -**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Contribution to Provident Fund	1.13	6.26

b) Defined benefit plans: -

Below tables sets forth the changes in the projected benefit obligation and amounts recognised in the balance sheet as at March 31, 2020, March 31, 2019 and April 1, 2018, being the respective measurement dates: -

(i) Movement in present value of obligations

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Present value of obligation as at April 1, 2018	1.59	1.97
Current service cost	1.35	2.44
Interest cost	0.12	0.15
Benefits paid	-	(1.08)
Remeasurement- Actuarial loss/(gain) on obligation	0.08	0.54
Present value of obligation as at March 31, 2019	3.15	4.03
Current service cost	1.45	2.76
Interest cost	0.22	0.28
Benefits paid	-	-
Remeasurement- Actuarial loss/(gain) on obligation	(0.05)	(0.28)
Present value of obligation as at March 31, 2020	4.77	6.79

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

(ii) Expenses recognised in the Statement of profit & loss

(₹ in Lacs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Current service cost	1.35	2.44
Interest cost	0.12	0.15
Remeasurement - Actuarial loss/(gain)	-	0.54
For the year ended March 31, 2019	1.47	3.13
Current service cost	1.45	2.76
Interest cost	0.22	0.28
Remeasurement - Actuarial loss/(gain)	-	(0.28)
For the year ended March 31, 2020	1.67	2.76

(iii) Expenses recognised in the Other Comprehensive Income

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Remeasurement - actuarial loss/(gain) on gratuity	(0.05)	0.08

(iv) The principal actuarial assumptions used are set out below: -

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Mortality rate	IALM 2012-14	IALM 2006-08 Ultimate
Discount rate	7.00 % p.a.	7.75 % p.a.
Expected rate of increase in compensation	5.25 % p.a.	5.25 % p.a.
Employee attrition rate	5.00% p.a.	5.00% p.a.

(v) The Company' best estimate of contribution during the year: -

(₹ in Lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
For gratuity	1.57	1.41

(vi) Sensitivity Analysis

(₹ in Lacs)

Particulars	Change in assumption	Year ended March 31, 2020	Year ended March 31, 2019
Discount Rate	+ 1%	4.62	6.55
	- 1%	4.94	7.07
Salary growth rate	+ 1%	4.94	7.07
	- 1%	4.61	6.54
Withdrawal rate	+ 1%	4.77	6.83
	- 1%	4.76	6.74

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****(vii) Estimate of expected benefit payments (in absolute terms i.e. undiscounted)**

(₹ in Lacs)

Particulars	Gratuity (unfunded)
1 April 2020 to 31 March 2021	2,93,070
1 April 2021 to 31 March 2022	4,529
1 April 2022 to 31 March 2023	5,552
1 April 2023 to 31 March 2024	5,538
1 April 2024 to 31 March 2025	5,530
1 April 2025 onwards	1,62,378

35 Contingent liabilities not provided for

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
For Income Tax matters against which Company has preferred appeal*	889.46	817.73	770.07

* Appeals in respect of certain assessments of Income-Tax are pending and additional tax liabilities/refunds, if any, is not determinable at this stage. Adjustments for the same will be made after the same is finally determined.

36 Loans repayable on demand

Loans and advances repayable on demand (other than those considered as non-performing assets) includes ₹ 5901.36 lakhs (Previous year ₹ 5037.96 lakhs) due from various OP Jindal Group companies which currently have accumulated losses in their books as per latest available audited balance sheet. The Company has mechanism for review and monitoring of all such loans and is confident of recovering these amounts, which are considered good in nature, as and when called for payment. The Company would take necessary action for recovery of these amounts, if required.

Further, the Company has given loans to various companies, which are repayable on demand. During the year, interest on such loans has been serviced by converting into principal, and the same has also been acknowledged by the borrowers."

37 Provision on standard assets and doubtful debts

(a) Provision for standard assets has been made at a 0.30% of the outstanding standard assets as per internal estimates, based on past experience, realisation of security, and other relevant factors, which is higher than the minimum provisioning requirements specified by the Reserve Bank of India (RBI).

(b) The Company has made adequate provision for the Non-Performing Assets identified. Accordingly, provision for Sub-Standard and Doubtful assets is made with the guidelines issued by The Reserve Bank of India.

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

38 Movement of provisions in respect of loan assets during the year

(₹ in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Opening Provision for standard assets	27.80	21.05	22.08
Add/(Less): Created/reversed during the year	3.01	6.75	(1.03)
Closing Provision for standard assets	30.81	27.80	21.05
Opening Provision for non-performing assets	1,797.84	3,212.61	2,376.58
Add/(Less): Created/reversed during the year	(6.73)	(1,414.77)	836.03
Closing Provision for non-performing assets	1,791.11	1,797.84	3,212.61

39 Financial instruments

a) Capital management

The Company's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds. The Company is having strong capital ratio and minimum capital risk. The Company's capital requirement is mainly to fund its strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations. The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments. The Company does not have any debt and also any sub-ordinated liabilities:

(₹ in Lacs)

Particulars	March 31, 2020	As at March 31, 2019	As at As at April 1, 2018
Long term borrowings	-	-	-
Less: Cash and cash equivalent	31.25	32.93	1,009.10
Net debt	(31.25)	(32.93)	(1,009.10)
Total equity	3,17,149.07	3,58,122.86	3,67,422.69
Gearing ratio	-	-	-

b) Fair value measurement

(a) Financial assets

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

(₹ in Lacs)

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost						
Trade and other receivables	1,662.59	1,662.59	632.09	632.09	29.14	29.14
Loans	10,270.81	10,270.81	9,238.28	9,238.28	6,995.05	6,995.05
Investments	18,112.85	18,112.85	19,751.61	19,751.61	17,910.27	17,910.27
Other financial assets	5.06	5.06	-	-	0.10	0.10
Cash and Bank Balances	1,031.25	1,031.25	32.93	32.93	1,009.10	1,009.10
Total financial assets at amortised costs (A)	31,082.56	31,082.56	29,654.91	29,654.91	25,943.66	25,943.66
(ii) Measured at fair value through other comprehensive income (OCI)"						
Non-current Investments	3,04,426.27	3,04,426.27	3,55,724.20	3,55,724.20	3,71,500.49	3,71,500.49
Total financial assets at FVTOCI (B)	3,04,426.27	3,04,426.27	3,55,724.20	3,55,724.20	3,71,500.49	3,71,500.49
Total financial assets	3,35,508.83	3,35,508.83	3,85,379.11	3,85,379.11	3,97,444.15	3,97,444.15

(b) Financial liabilities

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost						
Trade and other payables	3.43	3.43	8.25	8.25	3.33	3.33
Other financial liabilities	7.61	7.61	7.42	7.42	4.41	4.41
Total financial liabilities	11.04	11.04	15.67	15.67	7.75	7.75

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

Fair value hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

41 First time adoption of Ind-AS

(i) These financial statements, for the year ended March 31, 2020, are the first financial statements that has been prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2018, the Company's date of transition to Ind-AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2018 and the financial statements as at and for the year ended March 31, 2019.

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

(ii) Reconciliation of Equity as at April 1, 2018 and as at March 31, 2019

Particulars	As at March 31, 2019			As at April 1, 2018		
	As per Indian GAAP	Adjustments	As per Ind AS	As per Indian GAAP	Adjustments	As per Ind AS
Assets						
1) Financial Assets						
(a) Cash and cash equivalents	32.93	-	32.93	1,009.10	-	1,009.10
(b) Bank balances other than Cash and Cash Equivalents	-	-	-	-	-	-
(c) Receivables						
(i) Trade receivables	-	-	-	15.35	-	15.35
(ii) Other receivables	632.09	-	632.09	13.79	-	13.79
(c) Loans	9,238.28	-	9,238.28	6,995.05	-	6,995.05
(d) Investments	30,856.41	3,44,619.40	3,75,475.81	29,462.36	3,59,948.40	3,89,410.76
(e) Other financial assets	-	-	-	0.10	-	0.10
Total financial assets	40,759.72	3,44,619.40	3,85,379.11	37,495.75	3,59,948.40	3,97,444.15
2) Non-financial assets						
(a) Current tax assets (net)	199.79	-	199.79	175.19	-	175.19
(b) Property, plant and equipment	13.48	-	13.48	0.13	-	0.13
Total non-financial assets	213.28	-	213.27	175.32	-	175.32
Total Assets	40,973.00	3,44,619.40	3,85,592.38	37,671.07	3,59,948.40	3,97,619.47
II. Liabilities and Equity						
1) Financial Liabilities						
(a) Other payables						
(i) Dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Dues of Other than micro enterprises and small enterprises	8.26	-0.01	8.25	3.33	-	3.33
(b) Other financial liabilities	7.42	-	7.42	4.41	-	4.41
2) Non-Financial Liabilities						
(a) Provisions	7.17	-	7.17	3.56	-	3.56
(b) Other non-financial liabilities	6.78	-	6.78	4.06	-	4.06
(c) Deferred tax liabilities (net)	(562.73)	28,002.64	27,439.90	(916.48)	31,097.89	30,181.41
Total Liabilities	(533.09)	28,002.63	27,469.53	(901.10)	31,097.89	30,196.78
3) Equity						
(a) Equity share capital	513.62	-	513.62	513.62	-	513.62
(b) Other equity	40,992.47	3,16,616.76	3,57,609.24	38,058.55	3,28,850.52	3,66,909.07
Total Equity	41,506.09	3,16,616.76	3,58,122.86	38,572.17	3,28,850.52	3,67,422.69
TOTAL EQUITY AND LIABILITIES	40,973.00	3,44,619.40	3,85,592.38	37,671.07	3,59,948.40	3,97,619.47

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****(iii) Reconciliation of total comprehensive income for the year ended March 31, 2019**

Particulars		As per Indian GAAP	Adjustments	As per Ind AS
	Revenue from operations			
(i)	Interest Income	592.76	518.35	1,111.11
(ii)	Dividend Income	2,073.86	-	2,073.86
I.	Total revenue from operations	2,666.62	518.35	3,184.97
II.	Other income	22.06	0.14	22.20
III.	Total Income (I+II)	2,688.68	518.49	3,207.17
IV.	Expenses :			
	Finance costs	0.06	-	0.06
	Net fair value loss	-	71.05	71.05
	Impairment on financial instruments	(829.28)	-	(829.28)
	Employee benefits expenses	103.89	0.52	104.41
	Depreciation and amortisation expense	1.80	-	1.80
	Other expenses	124.68	0.59	124.09
	Total expenses (IV)	(598.85)	70.98	(527.87)
V.	Profit before tax (III-IV)	3,287.53	447.51	3,735.04
VI.	Tax Expense:			
	Current tax	-	-	-
	Deferred tax	353.73	104.21	457.94
	Total tax expense (VI)	353.73	104.21	457.94
VII.	Profit for the year (VI-VII)	2,933.80	343.30	3,277.10
VIII.	Other Comprehensive Income			
	Items that will not be re-classified to profit or loss			
(i)	Re-measurement gain/(loss) on defined benefit plans	-	(0.08)	(0.08)
(ii)	Equity instruments through other comprehensive income	-	(15,776.30)	(15,776.30)
(iii)	Income tax relating to items that will not be reclassified to profit or loss	-	3,199.45	3,199.45
	Total Other comprehensive income (VIII)	-	(12,576.93)	(12,576.93)
IX.	Total Comprehensive Income for the year (VII+VIII)	2,933.80	(12,233.63)	(9,299.83)

(iv) Effects of Ind AS adoption on total equity

Particulars	As at March 31, 2019	As at April 1, 2018
Total equity as per IGAAP	41,506.09	38,572.17
Impact of fair valuation of investments		
- measured at amortised cost	(2,662.20)	(3,109.50)
- measured at Fair value through Other Comprehensive Income	3,47,281.61	3,63,057.91
- Deferred tax (net)	(28,002.64)	(31,097.89)
Total equity as per IND AS	3,58,122.86	3,67,422.69

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020****Notes to the reconciliation of equity**

(i) To Comply with the Companies (Accounting Standard) Rules 2006, certain account balances have been regrouped as per the format prescribed under Division III of Schedule III to the Companies Act, 2013.

(ii) Fair valuation of investments

Investments in equity instruments have been measured at fair value through other comprehensive income as against cost less diminution of other than temporary nature, if any, under the previous GAAP. The difference between the fair value and previous GAAP carrying value on transition date has been recognised as an adjustment to opening retained earnings/separate component of other equity.

Investments in preference shares have been measured at amortised costs as against the cost less diminution of other than temporary nature, if any, under the Indian GAAP. The difference between the fair value and previous GAAP carrying value on transition date has been recognised as an adjustment to opening retained earnings.

(iii) Financial assets at amortised cost

Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings.

(iv) Financial liabilities and related transaction costs

Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS .

43 Disclosure pursuant to Schedule V of Regulation 34(3) and Regulation 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loan and Advances	Outstanding amount at the year end			Maximum outstanding amount during the year ended		
	March 31, 2020	March 31, 2019	April 1, 2018	March 31, 2020	March 31, 2019	April 1, 2018
(A) To Subsidiaries Jindal Stainless (Mauritius) Ltd.*	-	6.73	6.73	-	6.73	6.73
(B) To Associates	-	-	-	-	-	-
(C) To Firms / Companies in which Directors are Interested (other than (A) and (B) above)	-	-	-	-	-	-
(D) Investments by the loanee in the shares of Parent company and Subsidiary company	-	-	-	-	-	-

* Provision for Non-Performing Assets in doubtful category of 100% provided earlier amounting to ₹ 6.73 lakhs (March 31, 2019 and April 1, 2018: ₹ 6.73 lakhs) has been written back during the year ended March 31, 2020 upon receipt of loan from Jindal Stainless (Mauritius) Ltd.

Nalwa Sons Investments Limited

Notes to the Standalone Financial Statements for the year ended March 31, 2020

44 Disclosures of details as required by Revised Para 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars	Amount outstanding	Amount Overdue
Liabilities side:		
(1) Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures: Secured		
: Unsecured		
(other than falling within the meaning of public deposits)		
(b) Deferred Credits		
(c) Term Loans		
(d) Inter-corporate loans and borrowing		
(e) Commercial Paper		
(f) Other Loans		
Total	-	-
Assets side:		Amount outstanding
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		-
(b) Unsecured (gross)		12,092.74
(3) Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities:		-
(4) Break-up of Investments (Net of Provisions)		
Current Investments:		
Long Term Investments:		
1. Quoted		
(i) Shares: (a) Equity		
(b) Preference		1,82,986.46
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		
(v) Others		
2. Unquoted		
(i) Shares: (a) Equity		
(b) Preference		89,009.85
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		
(v) Cumulative Redeemable Preference Share		32,429.97
(vi) Non-Cumulative Redeemable Preference Shares		5,449.19

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries			-
(b) Companies in the same group	-	10,270.81	10,270.81
(c) Other related parties			-
2. Other than related parties	-		
Total	-	10,270.81	10,270.81
(6) Investor group-wise classification of all investments (current and long term) in shares and securities ' (both quoted and unquoted) :		Market Value / Break up of fair value or NAV	Book Value (Net of Provisions)
1. Related Parties			
(a) Subsidiaries		11,771.38	11,771.38
(b) Companies in the same group		3,10,765.62	3,10,765.62
(c) Other related parties		2.11	2.11
2. Other than related parties		-	-
Total		3,22,539.12	3,22,539.12
(7) Other Information			Amount
(i) Gross Non-Performing Assets			
(a) Related parties			1,791.11
(b) Other than related parties			-
(i) Net Non-Performing Assets			
(a) Related parties			-
(b) Other than related parties			-
(iii) Assets acquired in satisfaction of debt			-

Note:-

- (i) As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- (ii) Provisioning norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
- (iii) All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments has been disclosed irrespective of whether they are classified as long term or current in (4) above."
- 45 The outbreak of COVID-19 pandemic across the globe and in India and consequential nationwide lock down since 24th March, 2020, has caused a significant decline and volatility in the global as well as Indian financial markets and slowdown in the economic activities.

The management has assessed the potential impact of COVID-19 on the Company and based on its review for fair valuation of financial assets (investments) measured at Fair Value Through Other Comprehensive Income which has got impacted due to substantial fall in the market price of quoted shares in view of volatility in the stock markets. Since the market price of quoted shares as on 31st March, 2020 do not reflect the correct fair value, the Company, in accordance with the valuation principles laid down as per Ind AS – 113, has made appropriate adjustment to arrive at the proper fair value of these shares by considering the average of weekly high and low of volume weighted average price for 26 weeks immediately preceding the fair valuation date viz. 31st March, 2020."

Nalwa Sons Investments Limited**Notes to the Standalone Financial Statements for the year ended March 31, 2020**

46 The figures for the previous year have been regrouped/ rearranged wherever necessary to conform to current year's classification.

Significant accounting policies and notes to the financial statements

1 to 46

As per our report of even date

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

For and on behalf of the Board of Directors**Vardhman Doogar**

Partner
M. No. 517347

Rajinder Parkash Jindal

Director
DIN: 00004594

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00038580

Place: Hisar

Dated: 26th June 2020

Deepak Garg

Chief Financial Officer

Ajay Mittal

Company Secretary

Independent Auditors' Report**To the Members of
Nalwa Sons Investments Limited****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the consolidated financial statements of Nalwa Sons Investments Limited (hereinafter referred "the Holding Company") and its subsidiaries, (Holding Company and its subsidiaries together referred to as "the Group") which includes the Group's share of profit in its associate, which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial information of subsidiaries and associate referred to in the other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

We draw attention to Note No. 48 to the consolidated financial statements on determining fair value of quoted shares as on March 31, 2020 based on volume weighted average price for 26 weeks considering COVID 19 pandemic and significant volatility in Indian financial markets.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
Disputed Income Tax Demands (as described in note no. 42 to the consolidated financial statements)	
<p>The Company (Holding Company) has received income tax demand orders and notices relating to disallowances of certain deductions, expenses which are under litigation. The Company is contesting these demands.</p> <p>The unexpected adverse outcomes of such litigations and tax demands could materially impact the Company as the outcome of such legal actions is uncertain and the positions taken by the management are based on the legal opinions obtained by the Company.</p> <p>The amounts involved may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement.</p> <p>Accordingly, this matter has been determined to be a key matter in our audit of the financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Assessed the progress of all significant litigations, tax demands and contingencies. • Evaluated management’s assessment of the likely outcome and considered the requirements for any provision. • Inquired with both legal and finance personnel in respect of ongoing litigations or tax demands proceedings, inspected relevant correspondence. Also, obtained legal confirmation letters on sample basis from external legal experts. • Assessed the related disclosure of litigations, tax demands and other contingencies as described in the financial statements.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company’s Annual Report but does not include the consolidated financial statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibilities for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective management and Board of Directors of the entities included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other

irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management and Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of Group and of its associate.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors of the Holding Company
- Conclude on the appropriateness of management's and Board of Director's of the Holding Company use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements of three subsidiaries, whose financial information reflect total assets of INR13,136.71 Lakhs as at March 31, 2020 and total revenues of INR1,685.74 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) The Consolidated Ind AS financial statements include the Group's share of net loss of INR 9.94 lakhs and other comprehensive loss of INR 1,076.60lakhs for the year ended March 31, 2020, as considered in the Consolidated Ind AS financial statements, in respect of one associate, whose financial statements, other financial information have not been audited by us and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements and other unaudited financial information.

- (c) Further we draw our attention to the “Emphasis of Matter Paragraph” given by the auditors of the subsidiary company “Jindal Stainless (Mauritius) Limited” in their respective audit report dated May 14, 2020 in relation to the inherent uncertainty regarding going concern of the subsidiary company.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial information of the subsidiaries and associate referred to in the Other Matters section above we report, to the extent applicable that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group’s companies and its associate, incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements of the Holding Company and its subsidiary companies and associate company, incorporated in India, refer to our separate Report in “Annexure A” to this report.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, according to the information and explanation given to us, the Holding Company, its subsidiaries and the associate companies has paid managerial remuneration during the year to their respective directors in accordance with the provisions of Section 197 of the Act;
 - h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group and its associates. Refer Note no. 41 to the consolidated financial statements
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and

Protection Fund by the Holding Company, its subsidiaries and associates incorporated in India during the year ended March 31, 2020.

For ***Doogar & Associates***
Chartered Accountants
Firm Registration No.000561N

Vardhman Doogar
Partner
Membership No. 517347

UDIN: 20517347AAAAHI7563

Place: Hisar
Date: June 26, 2020

Nalwa Sons Investments Limited
Consolidated Balance Sheet as at March 31, 2020

(₹ in Lacs)

Particulars		Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
I.	ASSETS				
1)	Financial Assets				
	(a) Cash and cash equivalents	4	46.93	94.67	1,058.93
	(b) Bank balances other than Cash and Cash Equivalents	5	1,000.00	-	
	(c) Receivables				
	(i) Trade receivables	6	1.00	-	252.67
	(ii) Other receivables	7	1,648.80	618.30	-
	(d) Stock of Securities	8	3,121.32	2,983.32	-
	(e) Loans	9	18,620.63	17,142.17	17,297.73
	(f) Investments	10	3,14,129.31	3,70,397.46	3,86,144.93
	(g) Other financial assets	11	769.85	702.52	641.27
	Total financial assets		3,39,337.84	3,91,938.44	4,05,395.52
2)	Non-financial assets				
	(a) Current tax assets (net)	12	350.38	374.39	351.80
	(b) Property, plant and equipment	13	11.68	13.48	0.13
	Total non-financial assets		362.06	387.88	351.94
	Total Assets		3,39,699.90	3,92,326.32	4,05,747.46
II.	Liabilities and Equity				
1)	Financial Liabilities				
	(a) Trade Payables	14			
	Dues of micro enterprises and small enterprises		-	-	-
	Dues of Other than micro enterprises and small enterprises		-	-	945.00
	(b) Other payables	15			
	(i) Dues of micro enterprises and small enterprises		-	-	-
	(ii) Dues of Other than micro enterprises and small enterprises		5.10	9.76	8.58
	(c) Borrowings	16	151.97	138.89	3,267.91
	(d) Other financial liabilities	17	9.58	9.33	206.44
	Total Financial Liabilities		166.65	157.98	4,427.93
2)	Non-Financial Liabilities				
	(a) Provisions	18	11.55	7.18	3.56
	(b) Other non-financial liabilities	19	5.19	6.87	4.14
	(c) Deferred tax liabilities (net)	20	18,184.66	27,439.79	30,180.62
	Total Liabilities		18,201.40	27,453.84	30,188.33
3)	Equity				
	(a) Equity share capital	21	513.62	513.62	513.62
	(b) Other equity	21a	3,18,214.08	3,61,506.23	3,68,016.04
	Total Equity		3,18,727.70	3,62,019.85	3,68,529.66
	Non-controlling Interest		2,604.15	2,694.65	2,601.54
	TOTAL EQUITY AND LIABILITIES		3,39,699.90	3,92,326.32	4,05,747.46

Nalwa Sons Investments Limited
Consolidated Balance Sheet as at March 31, 2020**Significant accounting policies and notes to the financial statements****1 to 51**

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm's Reg. No. 000561N**For and on behalf of the Board of Directors****Vardhman Doogar**
Partner
M. No. 517347**Rajinder Parkash Jindal**
Director
DIN: 00004594**Rakesh Kumar Garg**
Executive Director & CEO
DIN: 00038580**Place:** Hisar
Dated: 26th June 2020**Deepak Garg**
Chief Financial Officer**Ajay Mittal**
Company Secretary

Nalwa Sons Investments Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lacs)

	Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
	Revenue from operations			
	Interest Income	22	2,160.61	1,998.66
	Dividend Income	23	2,895.51	2,073.93
	Sale of goods	24	833.47	842.06
	Sale of services	25	7.27	7.40
I.	Total revenue from operations		5,896.86	4,922.06
II.	Other income	26	7.30	31.96
III.	Total Income (I+II)		5,904.16	4,954.02
IV.	Expenses :			
	Net fair value loss	27	3,850.73	103.39
	Purchase of stock-in-trade	28	971.32	3,805.37
	Change in Inventories	29	(138.00)	(2,983.32)
	Employee benefits expenses	30	108.48	108.30
	Impairment on financial instruments	31	(3.99)	(1,350.21)
	Finance costs	32	0.94	3.12
	Depreciation and amortisation expense	13	1.80	1.80
	Other expenses	33	179.16	189.80
	Total expenses (IV)		4,970.44	(121.76)
V.	Profit before share of profit/(loss) of associate and exceptional items		933.72	5,075.78
VI.	Exceptional items		-	4,077.02
VII.	Profit before share of profit/(loss) of associate		933.72	9,152.80
VIII.	Share of profit/ (loss) of associate		(9.94)	49.46
IX.	Profit before tax (VII-VIII)		923.78	9,202.26
X.	Tax Expense:	36		
	Current tax		299.54	216.90
	Income tax earlier years		(2.02)	1.88
	Deferred tax		(1,316.34)	457.93
	Total tax expense (X)		(1,018.82)	676.71
XI.	Profit for the year (IX-X)		1,942.60	8,525.55
XII.	Other Comprehensive Income			
	Items that will not be re-classified to profit or loss			
(i)	Re-measurement gain/(loss) on defined benefit plans		0.05	(0.08)
(ii)	Equity instruments through other comprehensive income		(52,169.84)	(16,642.74)
(iii)	Income tax relating to items that will not be reclassified to profit or loss		7,938.61	3,199.45
(iv)	Share of associate		(1,076.60)	(1,491.42)
	Total Other comprehensive income (XII)		(45,307.78)	(14,934.79)
XIII.	Total Comprehensive Income for the year (XI+XII)		(43,365.18)	(6,409.24)
	Profit/(loss) for the year attributable to			
	Owners of the parent		1,960.68	8,319.35
	Non-controlling interest		(18.08)	206.18

Nalwa Sons Investments Limited
Consolidated Statement of Profit and Loss for the year ended March 31, 2020

	Other comprehensive income for the year attributable to:			
	Owners of the parent		(45,235.36)	(14,821.72)
	Non-controlling interest		(72.42)	(113.07)
	Total comprehensive income for the year attributable to:			
	Owners of the parent		(43,274.68)	(6,502.37)
	Non-controlling interest		(90.50)	93.11
XIV.	Earning per equity share (Face value ₹ 10 each):	34		
	Basic		37.82	165.99
	Diluted		37.82	165.99

Significant accounting policies and notes to the financial statements 1 to 51

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm's Reg. No. 000561N

For and on behalf of the Board of Directors

Vardhman Doogar
Partner
M. No. 517347

Rajinder Parkash Jindal
Director
DIN: 00004594

Rakesh Kumar Garg
Executive Director & CEO
DIN: 00038580

Place: Hisar
Dated: 26th June 2020

Deepak Garg
Chief Financial Officer

Ajay Mittal
Company Secretary

Nalwa Sons Investments Limited

Cash Flow Statement for the year ended March 31, 2020

(₹ in Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A) Cash Flows from the operating activities		
Net Profit/(loss) before tax	923.78	9,202.24
Adjustments:		
Dividend Income	(2,895.51)	(2,073.93)
Interest Income	(2,154.98)	(2,616.45)
Depreciation and amortisation	1.81	1.80
Finance costs	0.94	3.12
Net (Gain)/Loss on fair value changes in financial instrument	3,850.73	103.39
Provision for standard assets	-	6.75
Provision for employee benefits	5.75	5.75
Provision on financial instruments written back	(3.99)	(1,276.23)
Profit on disposal of investment	-	(4,077.02)
Bad debts	-	585.47
Foreign exchange fluctuation	(7.42)	(7.44)
Share of profit/(loss) of associate	9.94	(49.46)
	(268.98)	(192.02)
Interest income on loans	845.51	1,405.91
Dividend received	1,865.01	1,455.63
Operating profit before working capital changes	2,441.54	2,669.52
Adjustments for :-		
(Increase)/Decrease in trade payables	(4.66)	-
Increase/(decrease) in financial liabilities	0.25	(195.93)
Increase/(decrease) in non-financial liabilities	(1.68)	7.35
(Increase)/Decrease in stock	(138.00)	(3,316.42)
(Increase)/Decrease in trade receivables	(1.00)	252.67
Increase/(decrease) in other receivables	(68.36)	(57.56)
Cash generated from operations	2,228.09	(640.39)
Income tax paid	(273.51)	(241.37)
Net cash from/used in operating activities	1,954.57	(881.76)
B) Cash inflow/(Outflow) from investment activities		
Loans and advances received/(given) (net)	(800.14)	1,758.66
Purchase of investments (net)	(214.34)	(1,822.90)
Purchase of property, plant & equipment	-	(15.15)
(Increase)/ Decrease in fixed deposits	(1,000.00)	-
Net Cash from/used in Investment Activities	(2,014.48)	(79.38)
C) Cash flows from financing activities		
Increase/(decrease) in borrowings	13.10	-
Finance charges paid	(0.94)	(3.12)
Net Cash from/used in financing activities	12.16	(3.12)
Net Increase/(Decrease) in Cash and Cash Equivalent (A+B+C)	(47.75)	(964.26)
Cash and cash equivalents at the beginning of the period	94.67	1,058.93
Cash and cash equivalents at the end of the period	46.93	94.67

Notes: -

(i) The above cash flow statement has been prepared by using the "indirect method" set out in IND AS -7- Statement of Cash Flows.

Nalwa Sons Investments Limited
Cash Flow Statement for the year ended March 31, 2020

Significant accounting policies and notes to the financial statements 1 to 51

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm's Reg. No. 000561N**For and on behalf of the Board of Directors****Vardhman Doogar**
Partner
M. No. 517347**Rajinder Parkash Jindal**
Director
DIN: 00004594**Rakesh Kumar Garg**
Executive Director & CEO
DIN: 00038580**Place:** Hisar
Dated: 26th June 2020**Deepak Garg**
Chief Financial Officer**Ajay Mittal**
Company Secretary

Nalwa Sons Investments Limited
Statement of changes in equity for the year ended March 31, 2020

A. Equity Share Capital

(₹ in Lacs)

Balance as at April 1, 2018	Movement during the year	Balance as at March 31, 2019	Movement during the year	Balance as at March 31, 2020
513.62	-	513.62	-	513.62

B. Other Equity

Particulars	Reserve & Surplus						Other Comprehensive Income		Total
	Securities Premium	Statutory Reserve	General Reserve	Capital Reserve	Foreign Currency Translation Reserve	Retained Earnings	Equity Instruments through OCI	Remeasurements of defined benefit plans	
Balance as at 1st April, 2018	3,760.23	3,779.34	7,693.28	17,622.33	(1,248.25)	2,256.33	3,34,152.78	-	3,68,016.04
Profit/(loss) for the year	-	-	-	-	-	8,525.55	-	-	8,525.55
Total comprehensive income for the year (net of tax)	-	-	-	-	-	-	(14,934.79)	(0.08)	(14,934.87)
Movement during the year	-	-	-	-	(100.57)	-	-	-	(100.57)
Transferred from retained earnings	-	(628.11)	-	-	-	628.11	-	-	-
Balance as at March 31, 2019	3,760.23	3,151.22	7,693.28	17,622.33	(1,348.82)	11,409.99	3,19,217.99	(0.08)	3,61,506.15
Profit/(loss) for the year	-	-	-	-	-	1,942.60	-	-	1,942.60
Total comprehensive income for the year (net of tax)	-	-	-	-	-	-	(45,307.83)	0.05	(45,307.78)
Movement during the year	-	-	-	-	73.02	-	-	-	73.02
Transferred from retained earnings	-	(175.10)	-	-	-	175.10	-	0.05	0.05
Balance as at March 31, 2020	3,760.23	2,976.13	7,693.28	17,622.33	(1,275.79)	13,527.69	2,73,910.17	0.01	3,18,214.04

See accompanying notes to the financial statements 1 to 51

As per our report of even date

For Doogar & Associates
 Directors
 Chartered Accountants
 Firm's registration No. 000561N

For and on behalf of the Board of

Vardhman Doogar
 Partner
 M. No 517347

Rajinder Parkash Jindal
 Director
 DIN: 00004594

Rakesh Kumar Garg
 Executive Director & CEO
 DIN: 00038580

Place: Hisar
 Dated: 26th June 2020

Deepak Garg
 Chief Financial Officer

Ajay Mittal
 Company Secretary

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****1. GENERAL INFORMATION**

Nalwa Sons Investments Limited (the 'Group' or 'Holding Group') was incorporated on November 18, 1970 under the erstwhile Companies Act i.e. Companies Act, 1956 (now Companies Act, 2013) and is registered as Non-deposit taking Non-Banking Financial Group ('NBFC') under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

The Group and its subsidiaries and associate (jointly referred to as the 'Group') considered in these consolidated financial statements are: -

Name of the Group	Country of Incorporation	% Shareholding	
		As at March 31, 2020	As at March 31, 2019
Jindal Stainless & Alloys Ltd (JSAL)	India	99.99%	99.99%
Jindal Holdings Limited (JHL)	India	86.95%	86.95%
Jindal Stainless (Mauritius) Limited	Mauritius	100%	100%
Brahmputra Capital & Financial Services Ltd (BCFL)	India	100%	100%
Jindal Equipment Leasing and Consultancy Services Ltd. (JELCO)	India	25.52%	25.52%

2. SIGNIFICANT ACCOUNTING POLICIES**a) Statement of Compliance**

Consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended. Accordingly, the Group has prepared the consolidated financial statements which comprise of Balance Sheet, Statement of Profit & Loss, the Statement of cash flows, the statement of changes in equity and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "Financial Statements").

For all periods up to and including the year ended March 31, 2019, the Group prepared its consolidated financial statements in accordance with requirements of the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP").

These are the first Ind AS consolidated financial statements of the Group. The date of transition to Ind AS is April 1, 2018.

b) Basis of preparation and presentation of consolidated financial statements

The consolidated financial statements of the Group have been prepared in accordance with historical cost basis except for certain financial instruments measured at fair value at the end of each reporting year as explained in the accounting policies below:

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****c) Basis of consolidation**

The financial statements of the associate companies used in the consolidation are drawn upto the same reporting date as of the Group i.e. year ended March 31, 2020 and are prepared based on the accounting policies consistent with those used by the Group. The financial statements of the group have been prepared in accordance with the Ind AS 110- Consolidated Financial Statement as per the Companies (Indian Accounting Standard) Rules, 2015 as amended and notified u/s 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

Investment made by the Group in associates companies is accounted under the equity method, in accordance with the Indian Accounting Standard 28 on "Investment in Associates and Joint Ventures"

d) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the balances of assets and liabilities, disclosures of contingent liabilities as at the date of the consolidated financial statements and the reported amounts of income and expenses for the periods presented. The Group has a policy to review these estimates and underlying assumptions on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

e) Revenue recognition**Interest Income**

Under Ind AS 109 interest income is recorded using the effective interest rate ('EIR') method for all financial instruments measured at amortised cost. The EIR is the rate that discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend Income

Income from dividend on shares of corporate bodies is taken into account on accrual basis when such dividend has been declared by the corporate body in its annual general meeting and the Group's right to receive payment is established.

Sale of goods

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract. Revenue is measured at fair value of the consideration received or receivable. The Group recognizes revenue from sale of products net of discounts, sales incentives, rebates granted, returns, GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when significant risks and rewards of ownership pass to the customer, Sale of product is presented gross of manufacturing taxes like excise duty, wherever applicable.

Income from services is accounted for at the time of completion of service and billing thereof.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****f) Employee Benefits Expense****(i) Defined contribution plans**

Contributions to the Provident Fund based on the statutory provisions as per the Employee Provident Fund Scheme is recognised as an expense in the Statement of Profit and Loss in the period when services are rendered by the employees.

(ii) Defined benefit plans**Gratuity**

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Leave encashment

The Group treats its liability for long-term compensated absences based on actuarial valuation as at the Balance Sheet date, determined by an independent actuary using the Projected Unit Credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur.

g) Property, Plant and Equipment**(I) Measurement**

Items of Property, plant and equipment, are measured at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

(ii) Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as on 1 April 2018, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

(iii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that it will increase the future economic benefits from the existing asset beyond its previously assessed standard of performance/life. All other expenses on existing Property, plants and equipment, including day to day repair and maintenance and cost of replacing parts are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****(iv) Derecognition**

An item of Property, plant and equipment is derecognized upon its disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the same (calculated as the difference between the net disposal proceeds and its carrying amount) is recognized in the Statement of Profit and Loss in the period the item is derecognized.

(v) Depreciation

Depreciation is calculated using Straight Line Method (SLM) over the useful lives of assets and is recognized in the Statement of profit and loss. Depreciation for assets purchased / sold during the period is proportionately charged. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

h) Impairment of Non-financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available.

If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognized in the Statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

i) Investment in Associate

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Under the equity method, an investment in an associate is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognised the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****j) Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet and in the Statement of Cash flows comprise of cash in hand and balance with banks in current accounts.

k) Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

l) Provisions and Contingent Liabilities

Provision is recognized when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

m) Tax Expense

Income tax expense represents the sum of the tax currently payable and deferred tax. Current tax and deferred tax is recognized in the Profit and Loss except when it relates to items that are recognized in Other Comprehensive Income.

Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized using the Balance Sheet approach. It represents temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill. The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a Deferred tax asset if there is convincing evidence that the Group will pay normal income tax in future years. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

n) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss).
- Those measured at amortized cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Initial recognition and measurement

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in following categories:

- ☑ Financial assets at amortized cost
- ☑ Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- ☑ Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- ☑ Financial assets at fair value through profit or loss

Financial assets at amortized cost

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

Business Model Test: The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes) and;

Cash flow characteristics test: The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in other income in profit or loss. The losses arising from impairment are recognized in the profit or loss. This category general applies to trade and other receivables.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

Financial assets designated at fair value through Other Comprehensive Income (OCI)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Group's statement of financial position) when:

- ☑ The rights to receive cash flows from the asset have expired, or
- ☑ the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
- ☑ the Group has transferred substantially all the risks and rewards of the asset, or
- ☑ the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the right and obligations that the Group has retained.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- ☑ Financial assets measured at amortized cost;
- ☑ Financial assets measured at fair value through other comprehensive income(FVTOCI);

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group follows "simplified approach" for recognition of impairment loss allowance on:

- ☑ Trade receivables or contract revenue receivables without significant financial element;
- ☑ All lease receivables resulting from the transactions within the scope of Ind AS 116 –Leases

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

(ii) Financial liabilities:**Initial recognition and measurement**

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group financial liabilities include trade payables, liabilities towards services, and other payables.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

Financial liabilities at Fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at Amortized cost

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the Effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

Effective interest rate. The Effective interest rate amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

o) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

p) Fair value measurement

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3 Standards issued but not effective

There are no standards that are issued but not yet effective as on March 31, 2020.

4 Cash and cash equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
(i) Cash on hand	0.29	0.44	0.44
(ii) Balances with banks - in current accounts	46.64	94.24	1,058.49
Total	46.93	94.67	1,058.93

5 Bank balances other than Cash and Cash Equivalents

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
(i) In Deposit Accounts - Original maturity more than 3 months	1,000.00	-	-
Total	1,000.00	-	-

6 Trade receivables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured			
(i) Trade receivables considered good Less: allowance for expected credit loss	1.00	-	252.67
Total	1.00	-	252.67

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

7 Other receivables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured, considered good			
Dividend receivable	1,648.80	618.30	-
Total	1,648.80	618.30	-

8 Inventories

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Stock of Securities			
-Preference shares	3,121.32	2,983.32	-
Total	3,121.32	2,983.32	-

9 Loans (measured at amortised costs)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Loans repayable on demand			
- related party		6.73	6.73
Less: Impairment loss allowance		(6.73)	(6.73)
- others	20,443.24	18,961.08	21,034.83
Less: Impairment loss allowance	(1,822.61)	(1,818.91)	(3,737.10)
Total	18,620.63	17,142.17	17,297.73

10 Investments

S. N.	Particulars	Par Value	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
			Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
I	Associates (carried at cost)							
	Jindal Equipment Leasing and Consultancy Services Ltd.	10	20,39,000	3,743.15	20,39,000	5,185.11	20,39,000	1,796.14
	Share of post acquisition profit			(1,086.54)		(1,441.96)		3,388.97
	Sub-total (B)			2,656.61		3,743.15		5,185.11
III.	Equity Instruments (measured at Fair Value Through OCI)							
	(i) Quoted equity shares of							
	Jindal Saw Ltd.	2	5,35,50,000	41,060.27	5,35,50,000	44,517.60	5,35,50,000	61,185.94
	Shalimar Paints Ltd.	2	13,72,590	1,174.53	13,72,590	1,119.35	13,72,590	1,933.29
	JSW Steel Ltd.	1	4,54,86,370	25,894.50	4,54,86,370	1,33,297.81	4,54,86,370	1,31,068.98
	Jindal South West Holdings Ltd.	10	11,37,145	1,13,079.12	11,37,145	32,545.09	11,37,145	18,819.18
	JSW Energy Ltd.	10	370	0.24	370	0.27	370	0.27
	Hexa Tradex Limited	2	1,07,10,000	1,100.47	1,07,10,000	2,287.71	1,07,10,000	3,725.26
	Jindal Stainless (Hisar) Limited	2	3,47,945	237.99	3,47,945	326.20	3,47,945	549.75
	Jindal Stainless Limited	2	3,47,945	132.29	3,47,945	141.27	3,47,945	273.31
	JITF Infralogistics Limited	2	43,04,662	307.05	43,04,662	723.18	43,04,662	1,487.26
	Sub-total (c)			1,82,986.46		2,14,958.47		2,19,043.24

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

S. N.	Particulars	Par Value	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
			Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
	(ii) Unquoted equity shares (measured at Fair Value Through OCI)							
	Abhinandan Investments Limited	10	39,900	234.80	39,900	281.14	39,900	462.78
	Stainless Investments Ltd.	100	20,65,000	716.83	20,65,000	1,058.20	20,65,000	1,413.74
	Rohit Tower Building Ltd.	10	2,400	4.52	2,400	5.70	2,400	10.04
	Sahyog Holdings Pvt. Limited	10	8,524	244.63	8,524	281.67	8,524	277.19
	Danta Enterprises Pvt. Limited	10	8,524	30,468.60	8,524	35,197.70	8,524	37,022.95
	Indusglobe Multiventures Private Limited	10	852	1.86	852	1.46	852	1.46
	Strata Multiventures Private Limited	10	852	15.88	852	19.87	852	11.62
	Radius Multiventures Private Limited	US\$ 1	852	0.26	852	0.46	852	0.70
	Divino Multiventures Private Limited	10	852	4.67	852	5.08	852	6.53
	Genova Multisolutions Private Limited	10	852	3.60	852	5.14	852	5.90
	Mansarover Investments Limited	10	13,85,000	114.71	13,85,000	543.80	13,85,000	1,680.47
	Goswamis Credits & Investment Limited	10	21,00,000	143.75	21,00,000	332.29	21,00,000	638.45
	Sun Investments Pvt. Ltd.	10	17,000	9.70	17,000	7.90	17,000	10.05
	Groovy Trading Private Limited	10	10	0.82	10	0.82	10	0.82
	Saraswat Co. Op. Bank	10	1,000	2.11	1,000	1.91	1,000	1.91
	Midland Steel Processors Ltd.	10	2,00,000	-	2,00,000	-	2,00,000	-
	PT Jindal Stainless Indonesia	10	100	0.05	100	0.05	100	0.05
	Sonabheel Tea Limited	10	100	0.12	100	0.14	100	0.14
	Virtuous Tradecorp Pvt. Ltd.	10	8,524	28,829.97	8,524	33,600.02	8,524	35,515.70
	OPJ Trading Pvt. Limited	10	8,524	27,638.30	8,524	32,534.97	8,524	38,911.78
	Renuka Financial Services Limited	10	25,00,000	-	25,00,000	-	25,00,000	92.19
	Manjula Finances Limited	10	14,00,000	-	14,00,000	-	14,00,000	-
	Everplus Securities & Finance Limited	10	17,50,000	-	17,50,000	-	17,50,000	80.02
	Vrindavan Services Pvt. Ltd.	10	7,10,000	201.79	7,10,000	327.65	7,10,000	425.81
	Wachovia Investments Pvt. Ltd.	100	77,505	42.84	77,505	42.82	77,505	42.82
	Aras Overseas Pvt. Ltd.	100	82,500	58.61	82,500	58.71	82,500	58.71
	Baltimore Trading Pvt. Ltd.	100	1,19,600	73.00	1,19,600	72.98	1,19,600	72.98
	Musuko Trading Pvt. Ltd.	100	1,50,225	123.03	1,50,225	123.12	1,50,225	123.12
	Kamshet Investments Pvt. Ltd.	100	1,73,300	47.32	1,73,300	44.73	1,73,300	44.73
	Sub-total (D)			88,981.79		1,04,548.33		1,16,912.67
	(ii) Zero Coupon Compulsory Convertible Preference Shares (measured at Fair Value Through OCI)							
	Indusglobe Multiventures Private Limited	10	85,200	185.90	85,200	145.93	85,200	145.93
	Strata Multiventures Private Limited	10	85,200	1,587.94	85,200	1,987.42	85,200	1,162.34
	Radius Multiventures Private Limited	10	85,200	25.68	85,200	46.03	85,200	70.00
	Divino Multiventures Private Limited	10	85,200	467.09	85,200	508.38	85,200	652.91
	Genova Multisolutions Private Limited	10	85,200	360.46	85,200	513.62	85,200	590.17
	Sub-total (E)			2,627.07		3,201.37		2,621.35
	(iii) Compulsory Convertible Preference Shares (measured at Fair Value Through OCI)							
	Sahyog Holdings Pvt. Limited	100	8,52,400	24,463.36	8,52,400	28,167.29	8,52,400	27,719.18
	Mansarover Investments Limited	100	4,00,000	167.57	4,00,000	173.73	4,00,000	262.08
	Nalwa Investments Limited	100	1,00,000	163.92	1,00,000	223.44	1,00,000	47.76
	JITF Shipyards Limited	100	24,00,000	5,008.04	24,00,000	4,978.52	24,00,000	6,287.61
	Sub-total (F)			29,802.90		33,542.98		34,316.63

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

S. N.	Particulars	Par Value	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
			Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
IV.	Debt Instruments (measured at Fair Value Through amortised cost)							
	Everplus Securities & Finance Limited	100	27,61,585	1,778.46	27,61,585	1,631.57	27,61,585	1,496.85
	Abhinandan Investments Limited	100	30,000	19.99	30,000	18.34	30,000	16.82
	Mansarover Investments Limited	100	3,60,000	239.92	3,60,000	220.11	3,60,000	201.93
	Jindal Equipment Leasing and Consultancy Services Ltd.	100	20,98,000	1,081.31	20,98,000	1,282.44	20,98,000	1,176.56
	Jagran Developers Private Limited	100	3,05,000	203.22	3,05,000	186.44	3,05,000	171.04
	Goswami Credits & Investment Limited	100	6,00,000	399.77	6,00,000	366.76	6,00,000	336.48
	Renuka Financial Services Limited	100	11,90,000	791.23	10,90,000	725.90	10,90,000	665.96
	Jindal Petroleum Limited	100	23,95,680	821.06	23,95,680	2,305.00	23,95,680	1,759.11
	Mineral management Services Private Limited	100	14,87,750	526.57	13,94,050	1,365.73	-	-
	Glebe Trading Private Limited	100	1,19,000	42.12	-	-	-	-
	Manjula Finance Limited	100	6,47,000	430.31	6,47,000	394.78	6,47,000	362.18
	Baltimore Trading Pvt. Ltd.	100	1,40,000	65.78	1,40,000	140.00	1,40,000	140.00
	Vrindavan Services Pvt. Ltd.	10	19,90,000	93.50	19,90,000	199.00	19,90,000	199.00
	Musuko Trading Pvt. Ltd.	100	1,90,000	89.27	1,90,000	190.00	1,90,000	190.00
	JSW Investments Pvt. Ltd.	10	1,35,00,000	475.99	1,35,00,000	1,350.00	1,35,00,000	1,350.00
	Sub-total (G)			7,058.47		10,376.06		8,065.94
	Investment in Mutual Funds (measured at Fair value through profit & loss)			16.00		27.09		-
	Sub-total - (iii)			16.00		27.09		-
	Total (A to G)			3,14,129.31		3,70,397.46		3,86,144.93

Notes: -

- (i) 3,47,945 (March 31, 2019 and April 1, 2018 : 3,47,945) shares of Jindal Stainless Limited have been pledged to the lender of Jindal Stainless Limited.

11 Other financial assets

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured, considered good			
Others	17.30	15.26	13.79
Prepaid expenses	1.17	1.04	0.98
Interest accrued on loans	750.44	685.26	625.55
Security deposit	0.95	0.95	0.95
Total	769.85	702.52	641.27

12 Current tax assets (net)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Advance tax including TDS Receivable (net of provision for income tax)	350.38	374.39	351.80
Total	350.38	374.39	351.80

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

13. Property, Plant and Equipment

(₹ In Lakhs)

Particulars	Furniture & Fixtures	Computers	Vehicles	Other Assets	Total
Deemed Cost/Gross Block					
As at April 1, 2018	1.14	1.10	-	0.41	2.65
Additions	-	-	15.15	-	15.15
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2019	1.14	1.10	15.15	0.41	17.80
Additions	-	-	-	-	-
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2020	1.14	1.10	15.15	0.41	17.80
Accumulated Depreciation					
As at April 1, 2018	1.08	1.05	-	0.39	2.52
Additions	-	-	1.80	-	1.80
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2019	1.08	1.05	1.80	0.39	4.32
Additions	-	-	1.80	-	1.80
Disposal/Adjustments	-	-	-	-	-
As at March 31, 2020	1.08	1.05	3.60	0.39	6.12
Net Block					
As at April 1, 2018	0.06	0.06	-	0.02	0.13
As at March 31, 2019	0.06	0.06	13.35	0.02	13.48
As at March 31, 2020	0.06	0.06	11.55	0.02	11.68

14 Trade Payables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Dues of micro enterprises and small enterprises	-	-	-
Dues of Other than micro enterprises and small enterprises	-	-	945.00
Total trade payables	-	-	945.00

15 Other payables

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Dues of micro enterprises and small enterprises #	-	-	-
Dues of Other than micro enterprises and small enterprises	5.10	9.76	8.58
Total other payables	5.10	9.76	8.58

- refer note no.35

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****16 Borrowings (Other than Debt Securities)**

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Unsecured			
- Loans from related parties - Intercompany Loan	0.00	-	-
- Loans from others	151.97	138.89	3,267.91
Total Borrowings	151.97	138.89	3,267.91

17 Other financial liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Others	2.91	2.60	206.44
Employees related payable	6.67	6.73	-
Total other financial liabilities	9.58	9.33	206.44

18 Provisions

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Provisions for employee benefits			
Gratuity	4.77	3.16	1.59
Leave encashment	6.79	4.03	1.97
Total provisions	11.55	7.18	3.56

19 Other non-financial liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Statutory dues payable	4.81	6.87	4.14
Others	0.38	-	-
Total other non-financial liabilities	5.19	6.87	4.14

20 Deferred tax liabilities (net)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred tax liabilities (a)	18,663.45	28,002.64	31,097.89
Deferred tax assets (b)	(478.79)	(562.84)	(917.27)
Net deferred tax liabilities (a-b)	18,184.66	27,439.79	30,180.62

* refer note no. 36 for significant components of deferred tax liabilities / (assets)

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

21 Equity share capital

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)	No. of shares	(₹ in Lacs)
Authorised						
Equity shares of ₹ 10 /- each	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Total	1,50,00,000	1,500.00	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Issued, subscribed and fully paid up						
Equity shares of ₹10/- each	51,36,163	513.62	51,36,163	513.62	51,36,163	513.62
Total	51,36,163	513.62	51,36,163	513.62	51,36,163	513.62

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
	Number of shares	Number of shares	Number of shares
Shares at the beginning of the year	51,36,163	51,36,163	51,36,163
Movement during the year	-	-	-
Shares outstanding at the end of the year	51,36,163	51,36,163	51,36,163

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of ₹ 10/- each. Each equity shareholder is entitled to one vote per share.

(c) Detail of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Number	% holding	Number	% holding	Number	% holding
Equity shares of ₹ 10 each fully paid						
Keswani Haresh	2,46,970	4.81	2,88,718	5.62	2,88,718	5.62
Vistra Itcl (India) Limited *	8,30,036	16.16	6,79,208	13.22	5,23,972	10.20
OPJ Trading Private Limited	5,71,386	11.12	5,71,386	11.12	5,71,386	11.12
Virtuous Tradecorp Private Limited	5,71,385	11.12	5,71,385	11.12	5,71,385	11.12
Danta Enterprises Private Limited	5,71,386	11.12	5,71,386	11.12	5,71,386	11.12
Genova Multisolutions Private Limited	5,71,286	11.12	5,71,286	11.12	5,71,286	11.12

* Formerly known as IL&FS Trust Company Limited

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

21a Other Equity

	Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
A.	Reserves & Surplus			
(i)	Securities Premium			
	Opening balance	3,760.23	3,760.23	3,760.23
	Movement during the year	-	-	-
	Closing balance	3,760.23	3,760.23	3,760.23
(ii)	General reserve			
	Opening balance	7,693.28	7,693.28	7,693.28
	Movement during the year	-	-	-
	Closing balance	7,693.28	7,693.28	7,693.28
(iii)	Statutory Reserve u/s Section 45-IC			
	Opening balance	4,407.45	3,779.34	3,570.03
	Movement during the year	175.10	628.11	209.31
	Closing balance	4,582.55	4,407.45	3,779.34
(iv)	Capital reserve			
	Opening balance	17,622.33	17,622.33	17,622.33
	Movement during the year	-	-	-
	Closing balance	17,622.33	17,622.33	17,622.33
(v)	Foreign Currency Translation Reserve			
	Opening	(1,348.82)	(1,248.25)	(1,235.09)
	Movement during the period/year	73.02	(100.57)	(13.16)
	Closing balance	(1,275.79)	(1,348.82)	(1,248.25)
(vi)	Retained Earnings			
	Opening balance	10,153.76	2,256.33	5,125.65
	Profit/(loss) for the year	1,942.60	8,525.55	1,141.12
	Ind AS transition adjustment	-	-	(3,801.13)
	Less: transferred to Statutory reserves	(175.10)	(628.11)	(209.31)
	Closing balance	11,921.27	10,153.76	2,256.33
(vi)	Other Comprehensive Income			
	Opening balance	3,19,217.99	3,34,152.78	-
	Other comprehensive Income/(loss) for the year	(45,307.78)	(14,934.79)	-
	Ind AS Transition adjustment	-	-	3,34,152.78
	Closing balance	2,73,910.21	3,19,217.99	3,34,152.78
	Total other equity	3,18,214.08	3,61,506.23	3,68,016.04

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****Notes:-**

- (i) **Capital reserves:-** The Company has created capital reserve on account of scheme of amalgamation and demerger.
- (ii) **Securities premium:-** Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (iii) **General reserve:-** General Reserves are free reserves of the Company which are kept aside out of Company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- (iv) **Retained earnings:-** Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.
- (v) **Reserve u/s 45 IC of the Reserve Bank of India Act, 1934:** The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

22 Interest Income

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest income on financial assets measured at amortised costs		
- on loans	1,519.84	1,379.19
- on debt investments	635.14	619.47
- on fixed deposits	5.63	-
Total interest income	2,160.61	1,998.66

23 Dividend Income

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Dividend Income on quoted equity instruments	2,895.51	2,073.93
Total dividend income	2,895.51	2,073.93

24 Sale of goods

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Sale of traded goods	833.47	842.06
Total sale of goods	833.47	842.06

25 Sale of Services

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Professional fee	7.27	7.40
Total sale of services	7.27	7.40

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****26 Other Income**

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit on sale of Mutual Funds	2.46	31.91
Interest income on Income Tax Refund	0.63	0.05
Gain on foreign exchange fluctuation	4.21	-
Total other income	7.30	31.96

27 Finance costs

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Other interest expenses		
- Bank charges	0.94	0.88
- Interest on Loan	-	2.24
Total finance costs	0.94	3.12

28 Net loss/(gain) on fair value changes

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Loss on financial instruments measured at amortised cost		
- Investment in non convertible preference shares	3,850.73	103.39
Total finance costs	3,850.73	103.39

29 Impairment on financial instruments

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Impairment on loans measured at amortised costs	(3.72)	592.22
Impairment on Investments measured at amortised costs	-	(333.10)
Provision on loans written back	(0.27)	(1,609.33)
Total impairment on financial instruments	(3.99)	(1,350.21)

30 Purchase of Stock-In-Trade

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Purchase of stock of preference shares - Debt Component	45.26	2,751.73
Purchase of stock of preference shares - Equity Component	92.74	231.59
Purchase of traded goods - commodities	833.32	822.05
Total other income	971.32	3,805.37

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****31 Change in Inventories**

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
- Equity	-	-
- Preference	(138.00)	(2,983.32)
Changes in inventories	(138.00)	(2,983.32)

32 Employee benefit expenses

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries and wages	107.28	108.30
Contribution to provident and other funds	1.20	-
Total employee benefits expenses	108.48	108.30

33 Other expenses

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Rent	6.39	6.39
Legal and professional	109.86	66.64
Conveyance Expenses	0.74	0.87
Auditor's remuneration	5.29	4.43
Advertisement and publicity	2.25	1.88
Postage & Courier expenses	4.30	10.29
Printing & Stationery expenses	6.03	4.81
Registration and filing fee	-	0.26
Rates & Taxes	11.71	13.22
Brokerage, Commission, storage and selling expenses	1.15	3.52
Expenditure towards Corporate Social Responsibility	25.50	53.23
Donation	-	0.50
Director's Sitting fee	0.80	0.80
Miscellaneous expenses	4.78	4.13
Net loss on trading of commodities	0.37	18.82
Total other expenses	179.16	189.80

* Payment to auditors includes: -

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Statutory audit fee	5.29	4.43
Total	5.29	4.43

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****34 Earnings per share**

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit/(Loss) attributable to equity shareholders (₹) (A)	1,942.60	8,525.55
Weighted average number of outstanding equity shares (B)	51,36,163	51,36,163
Nominal value per equity share (₹)	10.00	10.00
Basic EPS (A/B) (₹)	37.82	165.99
Diluted EPS (A/B) (₹)	37.82	165.99

35 Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under: (₹ In Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Principal amount due outstanding	-	-
Interest due on (1) above and unpaid	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

36 a) Income tax expense

(₹ In Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax	299.54	216.90
Income tax earlier years	(2.02)	1.88
Deferred tax	(1,316.34)	457.93
Total tax expenses	(1,018.82)	676.71

b) Reconciliation of estimated income tax to income tax expense

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Accounting profit before tax (A)	923.78	9,202.26
Enacted tax rate in India (B)	25.17%	26.00%
Expected income tax expense at statutory tax rate (A*B)	232.50	2,392.59
Tax effect of the amount not deductible for computing taxable income		
Expenses not deductible in determining taxable profits	89.40	26.10
Income tax earlier years	(2.02)	1.88
Income not chargeable to tax	(886.42)	(1,755.93)
Other adjustments	(452.28)	12.08
Tax expense reported	(1,018.82)	676.71

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

c) Deferred Tax

The significant component of deferred tax assets / (liabilities) and movement during the year are as under:

(₹ In Lakhs)

Particulars	Deferred tax liability/(asset) as at April 1, 2019	Recognised/(reversed) in Other Comprehensive Income	Recognised/(reversed) in statement of profit & loss	Deferred tax liability/(asset) as at March 31, 2020
Gross deferred tax liabilities				
Investments measured at fair value	28,002.64	(7,938.61)	(1,401.07)	18,662.95
	28,002.64	(7,938.61)	(1,401.07)	18,662.95
Gross deferred tax assets				
Brought forward business loss	42.22	-	(42.22)	-
Brought forward capital loss	12.28	-	4.16	16.44
Provision for doubtful debts	506.81	-	(47.48)	459.33
Property, plant and equipment	0.22	-	(0.11)	0.11
Provisions for employee benefit	2.00	-	0.91	2.91
	563.52	-	(84.73)	478.79
Net Deferred Tax liabilities	27,439.11	(7,938.61)	(1,316.34)	18,184.16

Particulars	Deferred tax liability/(asset) as at April 1, 2018	Recognised/(reversed) in Other Comprehensive Income	Recognised/(reversed) in statement of profit & loss	Deferred tax liability/(asset) as at March 31, 2019
Gross deferred tax liabilities				
Investments measured at fair value	31,097.89	(3,199.45)	104.20	28,002.64
	31,097.89	(3,199.45)	104.20	28,002.64
Gross deferred tax assets				
Brought forward business loss	-	-	42.22	42.22
Brought forward capital loss	15.84	-	(3.56)	12.28
Provision for doubtful debts	900.39	-	(393.58)	506.81
Property, plant and equipment	0.04	-	0.18	0.22
Provisions for employee benefit	0.99	-	1.00	2.00
	917.27	-	(353.74)	563.52
Net Deferred Tax liabilities	30,180.62	(3,199.45)	457.94	27,439.11

37 Disposal of investment in subsidiary

(i) The Board of Directors of the Holding Company has given its in-principle approval to dispose-off its entire shareholding in its wholly owned subsidiary namely Jindal Stainless (Mauritius) Limited, subject to requisite approvals during the year ended March 31, 2020.

(ii) During the year ended March 31, 2019, the Company has received intimation from its subsidiary, Jindal Stainless (Mauritius) Limited ("JSML") regarding initiation of sale of shares held by JSML in Massillon Stainless Inc. ("Massillon"), the setp-down subsidiary of the Company. Therefore, in accordance with the accounting standards and generally accepted accounting principles, the financial statements of Massillon is not being considered for the preparation and presentation of the consolidated financial results of the Company for the year ended March 31, 2019 and March 31, 2020 respectively.

38 Segment Reporting

The Group has reported segment information as per Indian Accounting Standard 108 "Operating Segments" (Ind AS 108). The identification of operating segments is consistent with performance assessment and resource allocation by the management.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

(₹ In Lakhs)

S.N.	Particulars	Year ended 31.03.2020	Year ended 31.03.2019
1	Segment revenue		
	Investment & Finance	5,063.39	4,079.99
	Trading of goods	833.47	842.06
	Total segment revenue	5,896.86	4,922.05
	Less: Inter-segment revenue	-	-
	Revenue as per the Statement Profit and Loss	5,896.86	4,922.05
2	Segment results (Profit/ (loss) before tax)		
	Investment & Finance	925.15	9,204.56
	Trading of goods	(1.37)	(2.32)
	Profit/(loss) before tax	923.78	9,202.24
3	Segment assets		
	Investment & Finance	3,39,345.40	3,91,949.51
	Trading of goods	4.11	2.42
	Unallocated	350.39	374.39
	Total assets	3,39,699.90	3,92,326.32
4	Segment liabilities		
	Investment & Finance	183.39	172.02
	Trading of goods	-	-
	Unallocated	18,184.66	27,439.79
	Total liabilities	18,368.05	27,611.82

39 Related Party Disclosures

As defined in Indian Accounting Standard-24, the group has related parties with whom transactions have taken place during the current and previous year, which are:

(a) Name and nature of related party relationships**(i) Key Managerial Personnel (KMP)**

Sh. Rakesh Kumar Garg	Executive Director & C.E.O.
Sh. Deepak Garg	Chief Financial Officer
Sh. Raghav Sharma	Company Secretary (upto 31st August 2019)
Sh. Ajay Mittal	Company Secretary (w.e.f 28th February 2020)
Sh. Ram Gopal Garg	Independent Director
Sh. Rajinder Prakash Jindal	Independent Director
Sh. Shailesh Goyal	Independent Director (upto 24th March 2020)
Smt. Vaishali Deshmukh	Independent Director
Sh Ajay Yashwant Joshi	Company Secretary (Jindal Steel & Alloys Limited) (w.e.f. 1st June, 2019)
Smt Dimple Choudhary	Company Secretary (Brahmputra Capital and Financial Services Limited) (w.e.f. 1st January, 2018 and up to 30th June, 2018)
Smt Manu Aggarwal	Company Secretary (Brahmputra Capital and Financial Services Limited) (w.e.f. 1st January, 2019 and up to 31st December, 2019)

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****(iv) Relatives of Key Managerial Personnel**

Smt. Sneha Garg

(b) Transactions during the year :-

(₹ In Lakhs)

Particulars	2019-20		2018-19	
	Key Managerial Personnel (KMP)	Relatives of Key Managerial Personnel	Key Managerial Personnel (KMP)	Relatives of Key Managerial Personnel
Short-term employee benefits: -				
Sh. Deepak Garg	18.35	-	16.60	-
Sh. Rakesh Kumar Garg	67.90	-	55.31	-
Sh. Raghav Sharma	2.68	-	5.48	-
Sh. Ajay Mittal	4.28	-	3.55	-
Smt Dimple choudhary	-	-	0.33	-
Smt Manu Aggarwal	1.17	-	0.36	-
Lease rent paid: -				
Smt. Sneha Garg	-	5.28	-	5.17
Sitting fee paid: -				
Sh. Shailesh Goyal	0.40	-	0.40	-
Smt. Vaishali Deshmukh	0.40	-	0.40	-

(c) Balances outstanding at the year end: - Nil**40 Disclosure relating to Expenditure towards Corporate Social Responsibility**

The details of expenditure on Corporate Social Responsibility (CSR) activities as per Section 135 of the Companies Act, 2013 read with schedule VII are as below: -

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Amount spent during the year on :-		
(i) Construction / acquisition of an asset	-	-
(ii) On purposes other than (i) above (for CSR projects)	25.50	53.23
Total	25.50	53.23

41 Employee benefits**a) Defined contribution plans: -**

(₹ In Lakhs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Contribution to Provident Fund	1.13	6.26

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****b) Defined benefit plans: -**

Below tables sets forth the changes in the projected benefit obligation and amounts recognised in the balance sheet as at March 31, 2020, March 31, 2019 and April 1, 2018, being the respective measurement dates: -

(i) Movement in present value of obligations

(₹ In Lakhs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Present value of obligation as at April 1, 2018	1.59	1.97
Current service cost	1.35	2.44
Interest cost	0.12	0.15
Benefits paid	-	(1.08)
Remeasurement- Actuarial loss/(gain) on obligation	0.08	0.54
Present value of obligation as at March 31, 2019	3.15	4.03
Current service cost	1.45	2.76
Interest cost	0.22	0.28
Benefits paid	-	-
Remeasurement- Actuarial loss/(gain) on obligation	(0.05)	(0.28)
Present value of obligation as at March 31, 2020	4.77	6.79

(ii) Expenses recognised in the Statement of profit & loss

(₹ In Lakhs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Current service cost	1.35	2.44
Interest cost	0.12	0.15
Remeasurement - Actuarial loss/(gain)	-	0.54
For the year ended March 31, 2019	1.47	3.13
Current service cost	1.45	2.76
Interest cost	0.22	0.28
Remeasurement - Actuarial loss/(gain)	-	(0.28)
For the year ended March 31, 2020	1.67	2.76

(iii) Expenses recognised in the Other Comprehensive Income

(₹ In Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Remeasurement - actuarial loss/(gain) on gratuity	(0.05)	0.08

(iv) The principal actuarial assumptions used are set out below: -

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Mortality rate	IALM 2012-14	IALM 2006-08 Ultimate
Discount rate	7.00 % p.a.	7.75 % p.a.
Expected rate of increase in compensation	5.25 % p.a.	5.25 % p.a.
Employee attrition rate	5.00% p.a.	5.00% p.a.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****(v) The Company' best estimate of contribution during the year: -**

(₹ In Lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
For gratuity	1.57	1.41

(vi) Sensitivity Analysis

(₹ In Lakhs)

Particulars	Change in assumption	Year ended March 31, 2020	Year ended March 31, 2019
Discount Rate	+ 1%	4.62	6.55
	- 1%	4.94	7.07
Salary growth rate	+ 1%	4.94	7.07
	- 1%	4.61	6.54
Withdrawal rate	+ 1%	4.77	6.83
	- 1%	4.76	6.74

(vii) Estimate of expected benefit payments (in absolute terms i.e. undiscounted)

(₹ In Lakhs)

Particulars	Gratuity (unfunded)
1 April 2020 to 31 March 2021	2,93,070
1 April 2021 to 31 March 2022	4,529
1 April 2022 to 31 March 2023	5,552
1 April 2023 to 31 March 2024	5,538
1 April 2024 to 31 March 2025	5,530
1 April 2025 onwards	1,62,378

42 Contingent liabilities not provided for

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
For Income tax matters against which Company has preferred appeal*	1,988.88	1,909.83	2,229.66

* Appeals in respect of certain assessments of Income-Tax are pending and additional tax liabilities/refunds, if any, is not determinable at this stage. Adjustments for the same will be made after the same is finally determined.

43 Loans repayable on demand

"Loans and advances repayable on demand (other than those considered as non-performing assets) includes ₹ 14,251.86 lakhs (Previous year ₹ 12,942.81 lakhs) due from various OP Jindal Group companies which currently have accumulated losses in their books as per latest available audited balance sheet. The Group has mechanism for review and monitoring of all such loans and is confident of recovering these amounts, which are considered good in nature, as and when called for payment. The Group would take necessary action for recovery of these amounts, if required.

Further, the Company has given loans to various companies, which are repayable on demand. During the year, interest on such loans has been serviced by converting into principal, and the same has also been acknowledged by the borrowers."

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****44 Provision on standard assets and doubtful debts**

"(a) Provision for standard assets has been made at a 0.30% of the outstanding standard assets as per internal estimates, based on past experience, realisation of security, and other relevant factors, which is higher than the minimum provisioning requirements specified by the Reserve Bank of India (RBI).

(b) The Company has made adequate provision for the Non-Performing Assets identified. Accordingly, provision for Sub-Standard and Doubtful assets is made with the guidelines issued by The Reserve Bank of India."

45 Movement of provisions in respect of loan assets during the year

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Opening Provision for standard assets	28.76	29.27	39.35
Add/(Less): Created/reversed during the year	2.74	(0.50)	(10.08)
Closing Provision for standard assets	31.50	28.76	29.27
Opening Provision for non-performing assets	1,797.84	3,721.31	2,376.58
Add/(Less): Created/reversed during the year	(6.73)	(1,923.46)	1,344.73
Closing Provision for non-performing assets	1,791.11	1,797.84	3,721.31

46 Financial instruments**a) Capital management**

The Group's objective is to maintain a strong & healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum utilisation of its funds. The Group is having strong capital ratio and minimum capital risk. The Group's capital requirement is mainly to fund its strategic acquisitions. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations. The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Long term borrowings	151.97	138.89	3,267.91
Less: Cash and cash equivalent	46.93	94.67	1,058.93
Net debt	105.04	44.21	2,208.98
Total equity	3,18,727.70	3,62,019.85	3,68,529.66
Gearing ratio	0.03%	0.01%	0.60%

Nalwa Sons Investments Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(₹ In Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost						
Trade and other receivables	1,649.80	1,649.80	618.30	618.30	252.67	252.67
Loans	18,620.63	18,620.63	17,142.17	17,142.17	17,297.73	17,297.73
Investments	3,07,070.84	3,07,070.84	3,60,021.40	3,60,021.40	3,78,078.99	3,78,078.99
Other financial assets	769.85	769.85	702.52	702.52	641.27	641.27
Cash and Bank Balances	1,046.93	1,046.93	94.67	94.67	1,058.93	1,058.93
Total financial assets at amortised costs (A)	3,29,158.04	3,29,158.04	3,78,579.05	3,78,579.05	3,97,329.58	3,97,329.58
(ii) Measured at fair value through other comprehensive income (OCI)						
Investments	7,058.47	7,058.47	10,376.06	10,376.06	8,065.94	8,065.94
Total financial assets at FVTOCI (B)	7,058.47	7,058.47	10,376.06	10,376.06	8,065.94	8,065.94
(ii) Measured at fair value through P&L						
Stock of securities	3,121.32	3,121.32	2,983.32	2,983.32	-	-
Total financial assets at FVTPL (c)	3,121.32	3,121.32	2,983.32	2,983.32	-	-
Total financial assets	3,39,337.84	3,39,337.84	3,91,938.43	3,91,938.43	4,05,395.51	4,05,395.51

(b) Financial liabilities

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost						
Trade and other payables	5.10	5.10	9.76	9.76	953.58	953.58
Other financial liabilities	9.58	9.58	9.33	9.33	206.44	206.44
Borrowings	151.97	151.97	138.89	138.89	3,267.91	3,267.91
Total financial liabilities	166.65	166.65	157.98	157.98	4,427.93	4,427.93

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****47 First time adoption of Ind-AS**

(i) These financial statements, for the year ended March 31, 2020, are the first financial statements of the Group that has been prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2019, the Group prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

In preparing these financial statements, the Groups's opening balance sheet was prepared as at April 1, 2018, the Group's date of transition to Ind-AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2018 and the financial statements as at and for the year ended March 31, 2019.

(ii) Reconciliation of Equity as at April 1, 2018 and as at March 31, 2019**(₹ In Lakhs)**

Particulars	As at March 31, 2019			As at April 1, 2018		
	As per Indian GAAP	Adjustments	As per Ind AS	As per Indian GAAP	Adjustments	As per Ind AS
Assets						
1) Financial Assets						
(a) Cash and cash equivalents	94.67	-	94.67	1,058.93	-	1,058.93
(b) Bank balances other than Cash and Cash Equivalents						
(c) Receivables						
(i) Trade receivables	-	-	-	252.67	-	252.67
(ii) Other receivables	618.30	-	618.30	-	-	-
Stock of Securities	2,990.72	-7.40	2,983.32	196.98	-196.98	-
(d) Loans	17,170.92	-28.75	17,142.17	17,327.00	-29.27	17,297.73
(e) Investments	25,374.10	3,45,023.36	3,70,397.46	23,520.34	3,62,624.59	3,86,144.93
(f) Other financial assets	702.52	-	702.52	641.27	-	641.27
Total financial assets	46,951.23	3,44,987.22	3,91,938.44	42,997.19	3,62,398.34	4,05,395.52
2) Non-financial assets						
(a) Current tax assets (net)	374.39	-	374.39	351.80	-	351.80
(b) Property, plant and equipment	13.48	-	13.48	0.13	-	0.13
Total non-financial assets	387.87	-	387.88	351.93	-	351.94
Total Assets	47,339.10	3,44,987.22	3,92,326.32	43,349.12	3,62,398.34	4,05,747.46
II. Liabilities and Equity						
1) Financial Liabilities						
(a) Trade Payables						
Dues of micro enterprises and small enterprises	-	-	-	-	-	-
Dues of Other than micro enterprises and small enterprises	-	-	-	948.84	-3.84	945.00

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

Particulars	As at March 31, 2019			As at April 1, 2018		
	As per Indian GAAP	Adjustments	As per Ind AS	As per Indian GAAP	Adjustments	As per Ind AS
(b) Other payables	-	-	-	-	-	-
(i) Dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Dues of Other than micro enterprises and small enterprises	9.76	-	9.76	-	8.58	8.58
(c) Borrowings	138.89	-	138.89	3,267.91	-	3,267.91
(d) Other financial liabilities	9.33	-	9.33	206.44	-	206.44
2) Non-Financial Liabilities						
(a) Provisions	35.94	-28.76	7.18	32.83	-29.27	3.56
(b) Other non-financial liabilities	6.87	-	6.87	8.85	-4.71	4.14
(c) Deferred tax liabilities (net)	(562.73)	28,002.53	27,439.79	(916.48)	31,097.10	30,180.62
Total Liabilities	(361.94)	27,973.77	27,611.82	3,548.39	31,067.86	34,616.26
3) Equity						
(a) Equity share capital	513.62	-	513.62	513.62	-	513.62
(b) Other equity	44,294.66	3,17,211.57	3,61,506.23	36,496.94	3,31,519.10	3,68,016.04
Total Equity	44,808.28	3,17,211.57	3,62,019.85	37,010.56	3,31,519.10	3,68,529.66
Non-controlling Interest	2,892.77	-198.12	2,694.65	2,790.17	-188.63	2,601.54
TOTAL EQUITY AND LIABILITIES	47,339.10	3,44,987.22	3,92,326.32	43,349.12	3,62,398.33	4,05,747.46

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****(iii) Reconciliation of total comprehensive income for the year ended March 31, 2019****(₹ In Lakhs)**

Sl. No.	Particulars	As per Indian GAAP	Adjustments	As per Ind AS
	Revenue from operations			
(i)	Interest Income	1,379.20	619.46	1,998.66
(ii)	Dividend Income	2,073.93	-	2,073.93
(iii)	Sale of goods	842.06	-	842.06
(iv)	Sale of services	7.40	-	7.40
I.	Total revenue from operations	4,302.59	619.46	4,922.06
II.	Other income	32.03	(0.07)	31.96
III.	Total Income (I+II)	4,334.62	619.39	4,954.02
IV.	Expenses :			
	Net fair value loss	-	103.39	103.39
	Purchase of stock-in-trade	3,805.37	-	3,805.37
	Change in Inventories	(2,793.80)	(189.52)	(2,983.32)
	Employee benefits expenses	108.38	(0.08)	108.30
	Impairment on financial instruments	(1,350.07)	(0.14)	(1,350.21)
	Finance costs	3.12	-	3.12
	Depreciation and amortisation expense	1.80	-	1.80
	Other expenses	189.80	-	189.80
	Total expenses (IV)	(35.40)	(86.35)	(121.76)
V.	Profit before share of profit/(loss) of associate and exceptional items	4,370.02	705.74	5,075.78
VI.	Exceptional items	4,077.02	-	4,077.02
VII.	Profit before share of profit/(loss) of associate	8,447.04	705.74	9,152.80
VI.	Tax Expense:			
	Current tax	216.90	-	216.90
	Deferred tax	353.74	104.19	457.93
	Income tax earlier years	1.88	-	1.88
	Total tax expense (VI)	572.52	104.19	676.71
	Profit for the year	7,874.52	601.55	8,476.08
VIII.	Share of profit/ (loss) of associate	32.61	16.85	49.46
	Minority Interest in Statement of Profit & Loss -	102.60	102.60	-
VII.	Profit for the year (VI-VII)	7,804.53	721.00	8,525.55
VIII.	Other Comprehensive Income			
	Items that will not be re-classified to profit or loss			
(I)	Re-measurement gain/(loss) on defined benefit plans	-	(0.08)	(0.08)
(ii)	Equity instruments through other comprehensive income	-	(16,642.74)	(16,642.74)
(iii)	Income tax relating to items that will not be reclassified to profit or loss	-	3,199.45	3,199.45
(iv)	Share of profit/ (loss) of associate	-	-	(1,491.42)
	Total Other comprehensive income (VIII)	-	(13,443.37)	(14,934.79)
IX.	Total Comprehensive Income for the year (VII+VIII)	7,804.53	(12,722.36)	(6,409.24)

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****(iv) Effects of Ind AS adoption on total equity**

(₹ In Lakhs)

Particulars	As at March 31, 2019	As at April 1, 2018
Equity as per Previous IGAAP	44,808.28	37,010.54
Fair valuation of debt investments at amortised cost	(3,091.03)	(3,616.02)
Impact of Fair Valuation of Investments at FVTOCI	3,47,840.90	3,65,975.06
Impact of Fair Valuation of equity instruments at FVTPL	464.34	257.97
Deferred tax (net)	(28,002.64)	(31,097.89)
Equity as per Ind AS	3,62,019.85	3,68,529.66

Notes to the reconciliation of equity

(i) To Comply with the Companies (Accounting Standard) Rules 2006, certain account balances have been regrouped as per the format prescribed under Division III of Schedule III to the Companies Act, 2013.

(ii) Fair valuation of investments

Investments in equity instruments have been measured at fair value through other comprehensive income as against cost less diminution of other than temporary nature, if any, under the previous GAAP. The difference between the fair value and previous GAAP carrying value on transition date has been recognised as an adjustment to opening retained earnings/separate component of other equity.

Investments in preference shares have been measured at amortised costs as against the cost less diminution of other than temporary nature, if any, under the Indian GAAP. The difference between the fair value and previous GAAP carrying value on transition date has been recognised as an adjustment to opening retained earnings.

(iii) Financial assets at amortised cost

Certain financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings.

(iv) Financial liabilities and related transaction costs

Borrowings and other financial liabilities which were recognized at historical cost under previous GAAP have been recognized at amortised cost under IND AS.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020****48 Financial information pursuant to Schedule III of Companies Act, 2013**

(₹ In Lakhs)

Name of the Enterprise	Net Assets (Total assets minus total liabilities)		Share in profit or loss	
	March 31, 2020		Year ended March 31, 2020	
	As % of consolidated net assets	(₹ in Lakhs)	As % of consolidated profit / (loss)	(₹ in Lakhs)
Parent				
Nalwa Sons Investments Limited	99.50	3,17,149.07	126.53	2,457.99
Subsidiaries				
Indian				
Jindal Holdings Limited	0.15	466.03	(10.91)	(211.94)
Jindal Steel & Alloys Limited	3.11	9,926.39	33.39	648.60
Brahmputra Capital & Financial Services Ltd.	1.09	3,467.88	0.99	19.18
Foreign				
Jindal Stainless (Mauritius) Limited	(0.05)	(149.14)	(0.78)	(15.22)
Minority Interests in all Subsidiaries	0.88	2,790.17	3.49	67.71
Consolidation Adjustments/ Eliminations	(4.68)	(14,923.30)	(52.70)	(1,023.70)
Total	100.00	3,18,727.10	100.00	1,942.61

The above figures for Nalwa Sons Investments Limited and its subsidiaries are before inter-company eliminations and consolidation adjustments.

49 The outbreak of COVID-19 pandemic across the globe and in India and consequential nationwide lock down since 24th March, 2020, has caused a significant decline and volatility in the global as well as Indian financial markets and slowdown in the economic activities.

The management has assessed the potential impact of COVID-19 on the Holding Company and based on its review for fair valuation of financial assets (investments) measured at Fair Value Through Other Comprehensive Income which has got impacted due to substantial fall in the market price of quoted shares in view of volatility in the stock markets. Since the market price of quoted shares as on 31st March, 2020 do not reflect the correct fair value, the Holding Company, in accordance with the valuation principles laid down as per Ind AS – 113, has made appropriate adjustment to arrive at the proper fair value of these shares by considering the average of weekly high and low of volume weighted average price for 26 weeks immediately preceding the fair valuation date viz. 31st March, 2020.

Nalwa Sons Investments Limited**Notes to the Consolidated Financial Statements for the year ended March 31, 2020**

50 Disclosure pursuant to Schedule V of Regulation 34(3) and Regulation 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (₹ In Lakhs)

Loan and Advances	Outstanding amount at the year end			Maximum outstanding amount during the year ended		
	March 31, 2020	March 31, 2019	April 1, 2018	March 31, 2020	March 31, 2019	April 1, 2018
(A) To Subsidiaries						
Jindal Stainless (Mauritius) Ltd.*	-	6.73	6.73	-	6.73	6.73
(B) To Associates	-	-	-	-	-	-
(C) To Firms / Companies in which Directors are Interested (other than (A) and (B) above)	-	-	-	-	-	-
(D) Investments by the loanee in the shares of Parent company and Subsidiary company	-	-	-	-	-	-

* Provision for Non-Performing Assets in doubtful category of 100% provided earlier amounting to ₹ 6.73 lakhs (March 31, 2019 and April 1, 2018: ₹ 6.73 lakhs) has been written back during the year ended March 31, 2020 upon receipt of loan from Jindal Stainless (Mauritius) Ltd.

51 The figures for the previous year have been regrouped/ rearranged wherever necessary to conform to current year's classification.

Significant accounting policies and notes to the financial statements 1 to 51

As per our report of even date**For Doogar & Associates**

Chartered Accountants
Firm's Reg. No. 000561N

Vardhman Doogar

Partner
M. No. 517347

Place: Hisar

Dated: 26th June 2020

For and on behalf of the Board of Directors**Rajinder Parkash Jindal**

Director
DIN:00038580

Deepak Garg

Chief Financial Officer

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00004594

Ajay Mittal

Company Secretary

NALWA SONS INVESTMENTS LIMITED

Statement containing salient features of the financial statement of Subsidiaries/Joint Ventures Associates pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Form AOC - I

Part "A": Subsidiaries

(₹ in Lacs)

Sl. No.	Particulars	Subsidiary Companies					
		Bharmputra Capital & Financial Services Limited	Jindal Holdings Limited	Jindal Steel & Alloys Limited	Jindal Stainless (Mauritius) Limited		
1	Capital	4,259.00	1,849.98	702.00		8,059.72	
2	Reserves	(791.12)	(1,383.95)	9,224.39	USD	1,07,00,000.00	
3	Total Assets	3,468.29	2,093.24	9,928.27		(8,208.86)	
4	Total Liabilities (Outside)	0.41	1,627.21	1.88	USD	(1,08,97,996.00)	
5	Investments	-	2,087.56	724.53		4.29	
6	Turnover/Total Income	25.49	116.86	1,718.70	USD	5,692.00	
7	Profit/(Loss) before Taxation	22.57	(211.85)	857.64		153.43	
8	Provision for Taxation	3.39	0.09	209.04	USD	2,03,688.00	
9	Profit/(Loss) after Taxation	19.18	(211.94)	648.60		-	
10	Proposed Dividend	-	-	-	USD	-	

Part "B": Associate

Sl. No.	Name of Associate	Jindal Equipment Leasing and Consultancy Services Limited
1	Latest Audited Balance Sheet Date	31-03-2020
2	Shares of Associate held by the Company on the year end No. of Shares	20,39,000
	Amount of Investment in Associate (` in Lakhs)	1,156.15
	Extent of Holding %	25.52%
3	Description of how there is significant influence	"Holding more than 20% shares"
4	Reason why the associate/joint venture is not consolidated	NA
5	"Networth attributable to Shareholding as per latest audited Balance Sheet (In lakhs)"	1,058.01
6	Profit / (Loss) for the year	
	i. Considered in Consolidation	-1,086.54
	ii. Not Considered in Consolidation	-

NALWA SONS INVESTMENTS LIMITED

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