

NALWA SONS INVESTMENTS LIMITED

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

January 24, 2024

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.: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed Postal Ballot Notice dated January 22, 2024 along with Explanatory Statement which is being sent to the Members of Nalwa Sons Investments Limited (“the Company”) whose names appear in the Register of Members / List of Beneficial Owners as on January 19, 2024, being the cut-off date, seeking their approval for the special business(es) as set out in the Postal Ballot Notice.

Further, in terms of General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence on Thursday, January 25, 2024 at 9.00 a.m. (IST) and will end on Friday, February 23, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. Once the vote on the resolution is cast, member will not be allowed to change it subsequently.

You are requested to kindly take the above on record.

Thanking You.

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

(Ajay Mittal)
Company Secretary

Enclosed as above

Nalwa Sons Investments Limited

CIN: L65993DL1970PLC146414

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-110 066

Branch Office: O.P. Jindal Marg, Hisar- 125 005, Haryana

Phone: (01662) 222471-83

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Nalwa Sons Investments Limited (“the Company”), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“MCA”) for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), to transact the special business(es) as set out hereunder by passing the resolution(s) as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons /rationale thereof for the proposal are appended below. The Company has appointed Mr. Rajesh Garg, (Membership No. 5960) of M/s. Rajesh Garg & Co., Practicing Company Secretary as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process in a fair and transparent manner.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. APPOINTMENT OF MR. MAHENDER KUMAR GOEL AS WHOLE TIME DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as may be amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Articles of Association of the Company and subject to all requisite consents and approvals, consent of the Members of the Company be and is hereby accorded to appoint Mr. Mahender Kumar Goel (DIN: 00041866) as Whole Time Director of the Company for a period of three years with effect from 30th November, 2023 on the following terms and conditions:

1. Period of Appointment: 3 consecutive years (From November 30, 2023 to November 29, 2026).

2. **Remuneration:**

- (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites, allowances): Upto Rs. 20,00,000/- (Rupees Twenty Lakh only), payable on monthly basis.
 - (b) **Variable Pay** (Performance Linked Incentive) to be paid as per Profit Linked Variable Reward Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.
 - (c) **Other benefits:** Leave encashment and other benefits as per the applicable policies and rules of the Company.
3. He shall also be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
 4. He shall not be entitled for any sitting fee for attending any meetings of Board of Directors or Committees thereof.
 5. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service as Whole Time Director.
 6. The annual remuneration payable to Mr. Mahender Kumar Goel shall not exceed 5% of the net profits of the Company computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Mahender Kumar Goel, subject to receipt of requisite approvals under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of Directors be and is hereby authorized to vary and/or revise the remuneration of Mr. Mahender Kumar Goel, within the aforesaid limits and settle any question or difficulty in connection therewith and incidental thereto.”

2. **APPOINTMENT OF MR. RAKESH KHANDELWAL AS DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rakesh Khandelwal (DIN: 00718906), who was appointed as an Additional Director w.e.f. 30th November, 2023 by the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of a Director under Section 160 of the Act be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.”

Branch Office:
O.P.Jindal Marg,
Hisar-125 005.
Date: January 22, 2024

By order of the Board
For Nalwa Sons Investments Limited

(Ajay Mittal)
Company Secretary
ICSI Membership No. F11573

NOTES:

1. The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder stating the material facts and reasons for the proposed resolution(s) is annexed hereto for your consideration.
2. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolution(s) contained in the Notice dated January 22, 2024 is being taken through Postal Ballot by remote e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members/ list of beneficial owners whose e-mail addresses are registered with the Company/Depositories as at the close of the business hours on January 19, 2024 (i.e. cut-off date). Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. However, in order to facilitate the participation of the Members in the Postal Ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited (“Registrar/Link Intime”), may fill & sign the Postal Ballot Form appended to the Postal Ballot Notice and send the same to the Scrutinizer in the manner as mentioned in “***Instructions for submission of postal ballot form***” section this Postal Ballot Notice or alternatively they may send the scanned copy of the duly filled-in and signed Postal Ballot Form with assent (FOR) or dissent (AGAINST), from their registered e-mail addresses, to the Scrutinizer at E-mail ID: rajeshgargcs2002@yahoo.com, on or before February 23, 2024 at 5.00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request letter mentioning their folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by e-mail to the Company / Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

3. The documents, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members during working hours at the registered office of the Company on any working day except holidays, till February 23, 2024.
4. The Company has appointed Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
5. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, January 19, 2024, i.e. the cut-off date. Voting rights shall be reckoned on the shares registered in the name of Members as on that date. The voting rights of the 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. Friday, January 19, 2024. Any Member who is not a member as on the cut-off date shall treat this Postal Ballot notice of information purpose only.

6. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman of the Company or a person authorized by him in writing, after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. February 23, 2024 on or before February 27, 2024.
7. The result of the Postal Ballot shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of Link Intime and shall be communicated to the Stock Exchanges where the Company's equity shares are listed. Simultaneously, the Chairman and in his absence any person authorised by the Chairman will announce the result of the Postal Ballot at the Registered office of the Company at 28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015 on or before February 27, 2024.
8. The result of the postal ballot will be posted on the website of the Company at www.nalwasons.com.
9. In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting/ receipt of Postal Ballot Form i.e. February 23, 2024, in the event resolutions are assented to by the requisite majority of the Members of the Company.
10. The assent or dissent received after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. February 23, 2024 shall be treated as if reply from the Member has not been received.
11. In terms of the MCA Circulars this Postal Ballot Notice 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 www.nseindia.com and also on the website of Link Intime, at <https://instavote.linkintime.co.in/>.
12. To support the Green Initiative, Members who have not yet registered their email id are requested to register their e-mail with their depository in case the shares are held in electronic form and with the Company in case the shares are held by them in physical form.
13. After sending the notice of Postal Ballot, an advertisement shall be published in English language newspaper and Hindi language newspaper and also on the website of the Company at www.nalwasons.com.

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Rules framed thereunder)

Item No. 1

Mr. Mahender Kumar Goel was Non Executive (Non Independent) Director of the Company since 30th May, 2019. His appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th September, 2019.

Consequent upon resignation of Mr. Rakesh Kumar Garg, Executive Director & C.E.O. from the Board of Directors of the Company with effect from the close of business hours of August 31, 2023, the Board of Directors of the Company, in pursuance to the provisions of Section 203 of the Companies Act, 2013, appointed Mr. Mahender Kumar Goel as the Whole Time Director and Key Managerial Personnel of the Company for a period of three years w.e.f. 30th November, 2023 on the terms and conditions recommended by the Nomination and Remuneration Committee, subject to the requisite approvals. His term as Director will be subject to retire by rotation.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

Mr. Mahender Kumar Goel is not disqualified in terms of Sections 164 and 196 of the Companies Act, 2013 (“the Act”) from being appointed as Whole Time Director of the Company and he has given his consent to act as Whole Time Director. Mr. Goel is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head “Additional Information”.

In compliance with the provisions of the Act, the terms of remuneration specified in the resolution are placed before the Members in this postal ballot notice for their approval.

There is no contract of services in writing with Mr. Mahender Kumar Goel. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors therefore recommend passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution for your approval.

Mr. Mahender Kumar Goel along with his relatives may be deemed to be interested in the resolution set out at Item No. 1 of this notice, 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. 2

The Board of Directors had appointed Mr. Rakesh Khandelwal as an Additional Director (Non Executive, Non Independent) with effect from November 30, 2023 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company. The Board also approved his appointment as Director (Non Executive, Non Independent) w.e.f. November 30, 2023, subject to approval of shareholders. His appointment was recommended by the Nomination and Remuneration Committee of the Company. His term as Director will be subject to retire by rotation.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

Mr. Rakesh Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as Director of the Company. Mr. Khandelwal is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head “Additional Information”.

In compliance with the provisions of the Act, the resolution is placed before the Members in this postal ballot notice for their approval.

Your Directors recommend the resolution at Item No. 2 as Ordinary Resolution for your approval.

Mr. Rakesh Khandelwal along with his relatives may be deemed to be interested in the resolution set out at Item No. 2 of this notice, 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-125 005.
Date: January 22, 2024

By order of the Board
For **Nalwa Sons Investments Limited**

(Ajay Mittal)
Company Secretary
ICSI Membership No. F11573

ADDITIONAL INFORMATION

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India for Item No. 1 and 2:

Name of Director	Mr. Mahender Kumar Goel	Mr. Rakesh Khandelwal
DIN	00041866	00718906
Brief Resume	Mr. Mahender Kumar Goel is undergraduate. He has more than 38 years of experience in various field such as business management, managing the industrial units and general administration	Mr. Rakesh Khandelwal is a qualified Chartered Accountant. He has more than 30 years of experience primarily in Business Finance, Strategic Financial Planning, budgeting, Corporate Governance, Mergers; Acquisitions, Direct Taxation.
Date of Birth (Age in years)	10 th December, 1957 (66 years)	17 th February, 1967 (56 Years)
Qualification	Undergraduate	B.Com, CA
Experience and expertise in specific functional area	Experience in various field such as business management, managing the industrial units and general administration	Experience primarily in Business Finance, Strategic Financial Planning, budgeting, Corporate Governance, Mergers; Acquisitions, Direct Taxation
Terms and conditions of Appointment	Please refer resolution at Item no. 1 of this notice.	Please refer resolution at Item no. 2 of this notice.
Details of remuneration to be sought and remuneration last drawn	Details of remuneration sought to be paid is mentioned in item no. 1 of this notice. Mr. Mahender Kumar Goel did not draw any remuneration from the Company as he was Non Executive Director of the Company.	Nil
Date on which first appointed on the Board	30 May, 2019	30 November, 2023
Details of shareholding in the Company 31st December, 2023	Nil	Nil
Relationship with other Directors/Key Managerial Personnel (“KMP”) (if any)	Nil	Nil
Number of Board Meetings attended during the year 2022-23 and 2023-24 Till 31st December, 2023	2022-23:2 2023-24(till 31.12.2023): 4	He is being appointed for the first time on the Board of the Company. Therefore he has not attended any Board meeting during the financial year 2022-23 and 2023-24(till 31 st December, 2023)
Details of Directorships / Committee Chairmanship and Memberships in other companies	-	-

(As on 31st December, 2023)		
Name of listed entities form which the person has resigned in the past three years	-	-

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 Member to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on Friday, January 19, 2024.

The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Swapann Kumar Naskar, Associate Vice President & Head (North India) at the designated e-mail ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on January 25, 2024 at 9:00 a.m. (IST) and ends on February 23, 2024 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 i.e. January 19, 2024, may cast their vote electronically. The 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.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders 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) (Shareholders 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 **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).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this 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”.

InstaVote Support Desk

Link Intime India Private Limited

Nalwa Sons Investments Limited

CIN: L65993DL1970PLC146414

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-110 066

Branch Office: O.P. Jindal Marg, Hisar- 125 005, Haryana

Phone: (01662) 222471-83

POSTAL BALLOT FORM

Sr. No. _____

1. Name and address of the Sole /First named Member as registered with the Company
2. Name(s) of the joint Members, if any, registered with the Company
3. Registered Folio No / DP ID* & Client ID No.* (*Applicable to Member(s) holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated January 22, 2024 of Nalwa Sons Investments Limited (“the Company”) by sending my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Appointment of Mr. Mahender Kumar Goel as Whole Time Director of the Company.			
2	Appointment of Mr. Rakesh Khandelwal as Director of the Company.			

Place:

Date:

Signature of the Member

Last Date for Receipt of Postal Ballot Form by Scrutinizer: on or before February 23, 2024 5:00 p.m. (IST)

INSTRUCTIONS FOR SUBMISSION OF POSTAL BALLOT FORM

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought by means of voting through postal ballot by electronic means (“remote e-voting”).

However, in order to facilitate the participation of the Members in the postal ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited, may fill & sign the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, at the below address on their own expense through post or courier:

Mr. Rajesh Garg of M/s. Rajesh Garg & Co., Practicing Company Secretary, Scrutinizer for Postal Ballot, C/o Nalwa Sons Investments Limited, 28 Najafgarh Road, Moti Nagar Industrial Area, New Delhi – 110 015

Envelope containing the Postal Ballot Form, if deposited in person at the aforesaid address will also be accepted. Alternatively, the Members can send the scan copy of dully filled-in and signed postal ballot Form through registered e-mail addresses, to the Scrutinizer at E-mail ID: rajeshgargcs2002@yahoo.com on or before February 23, 2024 at 5.00 p.m. (IST). Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
4. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before February 23, 2024. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**
7. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
8. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on January 19, 2024.

9. The Postal Ballot shall not be exercised by a Proxy. In case a Member has voted through remote E-Voting facility, he does not need to send the physical Postal Ballot Form.
10. In case a Member votes through remote E-voting facility as well as sends physical Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E-Voting.**