

NALWA SONS INVESTMENTS LIMITED

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

October 08, 2018

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
022 - 2272 3121, 2037, 2041,
3719, 2039, 2272 2061
corp.relations@bseindia.com
Security Code No.: 532256

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
022 -2659 8237, 8238, 8347, 8348
cm1ist@nse.co.in
Security Code No. : NSIL

Dear Sir/Ma'am,

Sub.: Submission of Annual Report of the Company for the Financial Year 2017-18

Pursuant to the Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2017-18.

We request you to kindly take the above information on record.

Thanking You.

Yours Faithfully,
For **Nalwa Sons Investments Ltd.**


(Raghav Sharma)
Company Secretary



Annual Report | 2017-18



FOUNDING PRINCIPLES



Shri O.P. Jindal

August 7, 1930 - March 31, 2005

Founder - O.P. Jindal Group

We continue to draw inspiration from the largeness of his spirit and wisdom. His kinship for workers, his commitment to the larger common good and his gusto for entrepreneurship remain core to our way of being.

The life of Shri O.P. Jindal can be encapsulated in three words: Courage, Conviction and Compassion. An uninstructed engineering genius, whose passion for machines was visible from early childhood. This passion went on to assume iconic proportions when coupled with a vision of a self-reliant India.

Shri O.P. Jindal devoted his entire life to realise his vision of a self-sustained economy through industrial development.

We continue to draw inspiration from the largeness of his spirit and wisdom. His kinship for workers, his commitment to the larger common good and his gusto for entrepreneurship remain core to our way of being.

Executive Director & CEO

Mr. Rakesh Kumar Garg

Directors

Mr. Ram Gopal Garg

Mr. Rajinder Parkash Jindal

Ms. Vaishali Deshmukh

Mr. Shailesh Goyal

Chief Financial Officer

Mr. Deepak Garg

Company Secretary

Mr. Raghav Sharma

Registrar & Transfer Agent

Link Intime India Private Limited

44, Community Center, II Floor, Naraina Industrial Area,
Phase I, Near PVR, Naraina, New Delhi- 110028

Tel. 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.

Company Secretaries

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

Branch Office

O.P. Jindal Marg,

Hisar -125 005 (Haryana) India

Phone: (01662) 222471-83

Fax: (01662) 220499

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47th Annual General Meeting

Date : 29th September, 2018

Day : Saturday

Time : 03:30 p.m.

Place : N.C. Jindal Public School Road
No. 73, West Punjabi Bagh
New Delhi - 110 026

NOTICE**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**Branch Office:** O.P. Jindal Marg, Hisar- 125005, Haryana**CIN:** L65993DL1970PLC146414

Notice is hereby given that the **Forty Seventh Annual General Meeting ("AGM")** of the Shareholders of **Nalwa Sons Investments Limited** will be held on **Saturday, the 29th day of September, 2018 at 3:30 P.M.** at **N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026** 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 March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.

SPECIAL BUSINESS:**2. CONTINUATION OF DIRECTORSHIP OF MR. RAJINDER PARKASH JINDAL AS AN INDEPENDENT DIRECTOR.**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Rajinder Parkash Jindal (DIN: 00004594) in the Company, who will attain the age of seventy five years on October 01, 2018, up to the expiry of his present term as an Independent Director i.e. September 28, 2019 on the existing terms and conditions."

3. APPOINTMENT OF MR. RAKESH KUMAR GARG AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"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 and subject to approval of Central Government, if any, the Company hereby approves appointment of Mr. Rakesh Kumar Garg (DIN: 00038580) as a Whole-time Director, designated as Executive Director and C.E.O. of the Company on the following terms and conditions:

1. Period of Appointment: 5 Years (From October 17, 2017 to October 16, 2022).
2. Remuneration:
 - (a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Upto ₹ 1,00,00,000 /- (₹ One Crore only) payable on monthly basis.
 - (b) Variable Pay (Performance Linked Incentive) to be paid as per PLVR 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) Retirement / Other benefits:

Gratuity, provident fund, leave encashment, group personal accident insurance, medical insurance and other benefits as per the applicable policies and rules of the Company.
3. He shall also be entitled to such annual increment within above limits, as may be determined by the Nomination and Remuneration Committee of the Company.
4. He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
5. He shall not be entitled for any sitting fee for attending any meetings of Board vis-à-vis Committees.
6. 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.

NOTICE

7. There is no contract of service in writing with Mr. Rakesh Kumar Garg. The terms set out in the resolution may be treated in compliance of Section 190 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits under Section 197 of the Companies Act, 2013 in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Rakesh Kumar Garg, subject to receipt of requisite approvals under the said Act.

RESOLVED FURTHER THAT the Board of Directors and/ or Nomination & Remuneration Committee of Directors of the Company be and are hereby authorized to vary and / or revise the remuneration of Mr. Rakesh Kumar Garg within above limits, settle any question or difficulty in connection therewith and incidental thereto and take such steps, as may be necessary to give effect to this resolution."

Registered Office:

28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 07, 2018

By order of the Board

For **Nalwa Sons Investments Limited**

(Raghav Sharma)

Company Secretary
ACS40181

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.**

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 2.** A blank Proxy Form and Attendance Slip is sent herewith.
- 3.** The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
- 4.** An explanatory statement pursuant to the Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under Item No. 2 and 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is annexed.
- 5.** The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2018 to September 18, 2018 (both days inclusive) for annual closing.
- 6.** The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.nalwasons.com
- 7.** Documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the Registered Office and Branch Office of the Company on all working days up to the date of Annual General Meeting between 11:00 AM and 5:00 PM.
- 8.** In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting ("e-voting") services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

NOTICE

9. Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare@nalwasons.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.nalwasons.com. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 28, 2018 (5.00 p.m.). Ballot forms received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through E-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting through Ballot shall be treated as invalid.
10. The board of directors has appointed Mr. Surinder Vashishtha of M/s. Surinder Vashishtha & Associates, Practicing Company Secretaries (Membership No. A21285) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. 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. September 22, 2018 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 purposes only.
15. For the convenience of the members the route map of the venue of the meeting is depicted at the end of the Annual Report.
16. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
18. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
19. At the 46th AGM, Doogar & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company for a term of five years until the conclusion of 51st AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

20. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of AGM is being sent to the members who have registered email ids, through email and to all other members by Regd. Post. Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
21. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after December 05, 2018, 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.**

NOTICE**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:****Item No. 2**

The Members of the Company at the 43rd Annual General Meeting (AGM) held on September 29, 2014 *inter alia* appointed Mr. Rajinder Parkash Jindal as an Independent Director of the Company for one term of five consecutive years with effect from September 29, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from April 01, 2019.

Mr. Rajinder Parkash Jindal, Independent Director of the Company will attain the age of seventy five years on October 01, 2018. His directorship can continue from April 01, 2019 only if the Company has obtained the approval of its Members by way of a Special Resolution on or before March 31, 2019.

A diploma in Mechanical Engineering, Mr. Rajinder Parkash Jindal has a work experience of more than 44 years in various fields such as technical, administration, public affairs etc. Besides his administrative acumen, Mr. Jindal has keen interest in games, art and culture.

In the opinion of the Board of Directors of the Company, Mr. Rajinder Parkash Jindal is a person of high repute, integrity and has rich and varied experience and hence his directorship is recommended to be continued up to the expiry of his present term as Independent Director i.e. September 28, 2019 by passing special resolution as set out at Item No. 2 of this Notice.

Mr. Rajinder Parkash Jindal, being concerned, along with his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest in the Company, if any. None of the other Directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 3

Mr. Rakesh Kumar Garg (DIN: 00038580) was appointed as the Whole-time Director for a period of five years with effect from October 17, 2017 upon recommendation of the Nomination and Remuneration Committee and Board of Directors and at a remuneration as approved by the Nomination and Remuneration Committee and Board of Directors, subject to the approval of the Shareholders of the Company. Mr. Rakesh Kumar Garg was already on the Board of the Company.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director. Mr. Rakesh Kumar Garg is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In compliance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified in the resolution are placed before the members in the general meeting for their approval. There is no contract of service in writing with Mr. Rakesh Kumar Garg. The terms set out in the resolution may be treated in compliance of Section 190 of the Act. His appointment will be subject to retirement by rotation.

Your Directors recommend the resolution at Item No. 3 as an Ordinary Resolution for your approval.

Mr. Rakesh Kumar Garg, being concerned, along with his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest in the Company, if any. None of the other Directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

NOTICE**Details of Director seeking appointment/re-appointment at the Annual General Meeting to be held on Saturday, the 29th day of September, 2018**

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. Rajinder Parkash Jindal	Mr. Rakesh Kumar Garg
DIN	00004594	00038580
Date of Birth/ Age	01/10/1943; 74 Years	05/05/1959; 59 Years
Date of Appointment in the Current Term	29/09/2014	17/10/2017
Qualification/Experience	Graduate; 44 Years	Post Graduate; 35 Years
Expertise in specific functional area	Technical, Administration and Public Affairs	Marketing
Directorship in other Indian Public Limited Companies	4	-
Chairman/Membership of Committees in other Indian Public Limited Companies (C=Chairman; M= Member)	-	-
No. of shares held in the Company	-	16 Equity Shares
Relationship with other Directors, Managers or KMP	NA	NA
Number of meetings of Board attended during the year	5	6
Last Remuneration Drawn	Nil	Last Remuneration drawn by him in FY 17-18 was ₹ 29.12 Lakhs.
Remuneration proposed to be paid and Terms and conditions of appointment	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. www.nalwasons.com	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. www.nalwasons.com

Registered Office:

28, Najafgarh Road,
Moti Nagar Industrial Area,
New Delhi – 110 015.
August 07, 2018

By order of the Board

For **Nalwa Sons Investments Limited**

(Raghav Sharma)

Company Secretary
ACS40181

FOR ATTENTION OF SHAREHOLDERS

- 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 dematerialized form.
- As per provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form No. SH-13 prescribed by the Government from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
- The Company's equity shares are compulsorily traded in dematerialized form by all investors. To eliminate all risks associated with physical shares and for ease of portfolio management, shareholders are requested to get the shares dematerialized in their own interest. Members can contact the Company or Company's RTA for assistance in this regard.
- The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in Security Market to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.

NOTICE

5. The Company has an Email Id. 'investorcare@nalwasons.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
6. **Members having old share certificates of Jindal Strips Limited and members having share certificates of erstwhile Jindal Ferro Alloys Limited are hereby requested to surrender their share certificates to Link Intime India Private Limited 44, Community Center, II Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi- 110028, to enable it to issue new share certificates.**
7. Members should quote their email addresses, telephone / fax numbers, folio number, to get a prompt reply to their communications.
8. In pursuance of the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached. The annual accounts and other related documents of the subsidiaries 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 members, if they desire, may write to the Company Secretary at Registered Office of the Company to obtain the copy of the annual accounts of the subsidiary companies. The annual accounts of the Subsidiary Companies would be open and accessible for inspection by the shareholders at Registered Office and Branch Office of the Company on any working day except holidays till the date of the Annual General Meeting between 11:00 a.m. and 5:00 p.m.
9. **Information and other instructions relating to E-voting are as under:-**
Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Remote E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the Forty-Seventh Annual General Meeting. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has appointed Mr. Surinder Vashishtha of M/s Surinder Vashishtha & Associates, Practicing Company Secretary (COP No. 12313) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/beneficial owners shall be reckoned on the equity shares as on September 22, 2018.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on September 26, 2018 at 9:00 a.m. and ends on September 28, 2018 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders/ Members.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number which is printed on Attendance Slip.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

NOTICE

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN of Nalwa Sons Investments Ltd. on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2018 may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.
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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Forty Seventh Annual Report on the Business and Operations of your Company together with the Standalone and Consolidated Financial Statements for the year ended 31st March, 2018.

1. FINANCIAL RESULTS

The Financial performance of the Company during the year 2017-18 is summarized below:

Particulars	Standalone		Consolidated	
	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2018	Year Ended March 31, 2017
Revenue from Operations	2,010.62	1,499.94	3,618.44	3,385.91
Other Income	1.03	10.22	10.58	23.83
Total Income	2,011.65	1,510.16	3,629.02	3,409.74
Total Expenses	973.43	106.05	2,578.22	1,196.29
Profit before Interest, Depreciation & Tax	1,038.22	1,404.11	1,050.80	2,213.41
Current Tax	97.10	197.92	308.61	405.06
Deferred Tax Liability/ (Assets)	(105.74)	3.38	(105.74)	3.38
Profit for the year after Tax	1,046.86	1,202.21	847.93	1,805.00
Minority interest	NA	NA	293.19	67.71
Net Profit after Tax and Minority Interest	1,046.86	1,202.21	1,141.12	1,872.71
Add/(Less): Surplus brought forward	11,571.73	10,609.48	5,125.65	3,494.01
Profit/ (Loss) available for appropriation	12,618.59	11,812.28	6,266.77	5,366.72
Less: Transfer to Statutory Reserve	209.37	240.56	209.31	241.07
Balance carried to Balance Sheet	12,409.22	11,571.73	6,057.46	5,125.65

2. COMPANY'S PERFORMANCE

On a standalone basis, the Income of the Company by way of dividend, interest and other income stood at ₹ 2,011.65 lakhs during the financial year ended 31st March, 2018 as compared to ₹ 1,510.16 lakhs during the previous year, an increase of around 33.21%. Profit before interest, depreciation and tax stood at ₹ 1,038.22 lakhs as compared to ₹ 1,404.11 lakhs during previous year. Net Profit after tax stood at ₹ 1,046.86 lakhs as compared to ₹ 1,202.21 lakhs during the previous year.

On a consolidated basis, the Total Income stood at ₹ 3,629.02 lakhs during the financial year ended 31st March, 2018 as compared to ₹ 3,409.74 lakhs during the previous year, an increase of around 6.44%.

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.

India was the world's third-largest crude steel producer till 2017. India overtook Japan to become the world's second largest crude steel producer in the world in February, 2018. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output. The Indian steel industry has entered into a new development stage, riding high on the resurgent economy and rising demand for steel.

DIRECTORS' REPORT

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 ₹ 209.37 Lakhs was transferred to Statutory Reserve Fund during the financial year under review.

6. DEPOSITS

During the financial year under review, the 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 ₹ 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity shares of ₹ 10 (Rupees Ten only) each. The paid up equity share capital as on March 31, 2018 is Rs. 5,13,61,630 (Rupees Five Crore Thirteen Lakhs Sixty One Thousand Six Hundred and Thirty only) comprising 51,36,163 (Fifty One Lakhs 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 2017-18, is prepared in compliance with the applicable provisions of the Companies Act, 2013, Accounting Standards 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 5 direct and step down subsidiaries as on March 31, 2018, namely (i) Jindal Steel & Alloys Ltd. (JSAL) (ii) Jindal Holdings Ltd. (JHL) (iii) Jindal Stainless (Mauritius) Ltd. (JSML) (iv) Massillon Stainless Inc. (MSI) - through JSML and (v) Brahmaputra Capital & Financial Services Ltd. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Further, the financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office and Branch Office of your Company during business hours on all days except Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company.

No Company has become or ceased as subsidiary, associate or joint venture during the year under review.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Financial Year 2017-18, Mr. Suresh Jindal relinquished the position of Executive Director & C.E.O. and ceased to be Director of the Company with effect from close of business hours on September 30, 2017.

Mr. Rakesh Kumar Garg relinquished the office of Independent Director and was appointed as the Executive Director

DIRECTORS' REPORT

& C.E.O. w.e.f. October 17, 2017. The proposal regarding his appointment as Whole-time Director and CEO is placed for your approval.

Mr. Mahabir Prashad Gupta ceased to be Chief Financial Officer of the Company w.e.f. close of business hours on July 31, 2017 and Mr. Deepak Garg was appointed as Chief Financial Officer w.e.f. October 17, 2017.

There was no other change in the directors and Key Managerial Personnel during the year under review.

11. NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met six times during the financial year ended on 31st March, 2018. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report forming part of this Annual Report.

In terms of requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on November 14, 2017.

The Independent Directors at the meeting reviewed the following:

- Performance of Non-Independent Directors and the Board as a whole for the Financial Year 2016-17 and
- 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 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:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they 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, 2018 and of the profit and loss of the Company for the year ended on that date;

DIRECTORS' REPORT

- (c) they 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) they have prepared the annual accounts on a going concern basis; and
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were 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, 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 Secretaries to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **Annexure - B** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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 the 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

DIRECTORS' REPORT

22. DISCLOSURE REQUIREMENTS

As per Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached, which form 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)

During the quarter ended June 30, 2018, your Company has achieved total revenue of ₹ 223.74 lakhs on Standalone basis. Your Company earned net profit of ₹ 124.06 lakhs. 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

DIRECTORS' REPORT

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, 2018.

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 fully identify with the Company's vision and business goals.

36. E-VOTING PLATFORM

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, your Company is registered with CDSL for Remote E-Voting services to set up an electronic platform to facilitate shareholders to cast vote in electronic form to exercise their right of voting at General Meetings /business to be transacted by means of voting through remote e-voting or poll or ballot paper as provided under the Companies Act, 2013.

37. 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.

38. 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

Rakesh Kumar Garg
Executive Director & C.E.O.
DIN: 00038580

Rajinder Parkash Jindal
Director
DIN: 00004594

Place: Hisar
Date: August 07, 2018

DIRECTORS' REPORT**Annexure- A to Boards' Report****Form No. MGT- 9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on March 31, 2018**

[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 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 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:

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1.	Dividend	642	77%
2.	Interest	642	23%

DIRECTORS' REPORT**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. 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, Bunglow 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, Bunglow No.508 Nr, Jodhpur Cross Road, Satellite, Ahmedabad- 380015, Gujarat	U7420GJ1990PLC066451	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	Massillon Stainless Inc.(MSI), USA 411, Oberlin Road Southwest Massillon, Oh, 44647	Foreign Company	Step down Subsidiary (Subsidiary of JSML)	45.63%/ 61%*	2(87)(ii)
5	Brahmaputra Capital and Financial Services Limited. Satyagruh Chavani, Lane No. 21, Bunglow No.508 Nr, Jodhpur Cross Road, Satellite, Ahmedabad- 380015, Gujarat	U74899GJ1994PLC065464	Subsidiary	50.10%	2(87)(ii)

* 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, 2017				No. of Shares held at the end of the year - 31st March, 2018				% Change during the year
	Demat	Physical	Total	Total % of total shares	Demat	Physical	Total	Total % of total shares	
A. Promoters									
Indian									
a. Individual / HUF	27,602	-	27,602	0.54	28,808	-	28,808	0.56	0.02
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	0.001
Sub-total (A) (1)	28,46,930	-	28,46,930	55.43	28,48,196	-	28,48,196	55.45	0.02
Foreign									
a. Individuals (NRIs/ Foreign Ind)	9,480	-	9,480	0.18	8,274	-	8,274	0.16	(0.02)
b. Bodies Corp.	-	-	-	-	-	-	-	-	-
c. Institutions	-	-	-	-	-	-	-	-	-
d. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	9,480	-	9,480	0.18	8,274	-	8,274	0.16	(0.02)
Total shareholding of Promoter (A) = 3(A) (1)+(A)(2)	28,56,410	-	28,56,410	55.61	28,56,470	-	28,56,470	55.61	0.001

DIRECTORS' REPORT

Category of Shareholders	No. of Shares held at the beginning of the year - 1st April, 2017				No. of Shares held at the end of the year - 31st March, 2018				% Change during the year
	Demat	Physical	Total	Total % of total shares	Demat	Physical	Total	Total % of total shares	
B. Public Shareholding Institutions									
a. Mutual Funds/UTI	523	897	1,420	0.03	523	897	1,420	0.03	-
b. Banks / FI	193	1,157	1,350	0.03	193	1,157	1,350	0.03	-
c. Central Govt./ State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Venture Capital Funds	-	-	-	-	-	-	-	-	-
e. Insurance Companies	28,126	-	28,126	0.55	28,126	-	28,126	0.55	-
f. FIs	-	701	701	0.01	-	685	685	0.01	(0.0003)
g. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
i. Any other									
Foreign Portfolio Investors-Corporate	2,25,730	-	2,25,730	4.39	2,24,499	-	2,24,499	4.37	(0.02)
Sub-total (B) (1)	2,54,572	2,755	2,57,327	5.01	2,53,341	2,739	2,56,080	4.99	(0.02)
Non-Institutions									
a. Bodies Corp.	4,73,754	4,392	4,78,146	9.31	5,48,487	4,377	5,52,864	10.76	1.45
b. Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	3,92,620	1,65,014	5,57,634	10.86	3,72,989	1,59,264	5,32,253	10.36	(0.50)
(ii) Individual shareholder holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	-	-	-	-	-
c. Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d. Any other									
Trusts	193	-	193	0.00	193	-	193	0.00	-
Non Resident Indians	9,28,807	33,437	9,62,244	18.73	8,85,475	32,513	9,17,988	17.87	(0.86)
Overseas Corporate Bodies	-	97	97	0.00	-	97	97	0.00	-
Foreign nationals	227	-	227	0.00	227	-	227	0.00	-
Clearing Members	2,680	-	2,680	0.05	1,296	-	1,296	0.03	(0.02)
Hindu Undivided Families	21,018	187	21,205	0.41	18,508	187	18,695	0.36	(0.05)
Sub-total (B) (2)	18,19,299	2,03,127	2,022,426	39.38	18,27,175	1,96,438	20,23,613	39.40	0.02
Total shareholding of Public (B)=(B)(1)+(B)(2)	20,73,871	2,05,882	22,79,753	44.39	20,80,516	1,99,177	22,79,693	44.39	(0.001)
C. Shares held by Custodian and against which GDS have been Issued									
Promoter & Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	49,30,281	2,05,882	51,36,163	100	49,36,986	1,99,177	51,36,163	100	-

DIRECTORS' REPORT**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year – 1st April, 2017			Shareholding at the end of the year – 31st March, 2018			% 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 Jhunjunwala	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	-	-
30	Danta Enterprises Private Limited	5,71,386	11.12	-	5,71,386	11.12	-	-
31	Sahyog Holding Private Limited*	5,71,386	11.12	-	100	0.00	-	(11.12)
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	-	-

DIRECTORS' REPORT

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year – 1st April, 2017			Shareholding at the end of the year – 31st March, 2018			% 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	
34	JSW Organics Ltd.	1,28,583	2.50	-	1,28,583	2.50	-	-
35	Genova Multisolutions Private Limited*	-	-	-	5,71,286	11.12	-	11.12
36	Sajjan Jindal (As a trustee for Sajjan Jindal Family Trust)	-	-	-	10	0.00	-	0.00
37	Sajjan Jindal (As a trustee for Sajjan jindal Lineage Trust)	-	-	-	10	0.00	-	0.00
38	Sajjan Jindal (As a trustee for Sangita Jindal Family Trust)	-	-	-	10	0.00	-	0.00
39	Sajjan Jindal (As a trustee for Tarini Jindal Family Trust)	-	-	-	10	0.00	-	0.00
40	Sajjan Jindal (As a trustee for Tanvi Jindal Family Trust)	-	-	-	10	0.00	-	0.00
41	Sajjan Jindal (As a trustee for Parth Jindal Family Trust)	-	-	-	10	0.00	-	0.00
	Total	28,56,410	55.61	-	28,56,470	55.61	-	0.001

* On 25th March, 2017, Genova Multisolutions Private Limited has acquired 5, 71, 286 equity shares of the Company by way of gift from Sahyog Holding Pvt. Ltd. (both promoter group entities), pending transfer of such shares in depository.

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

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% 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

DIRECTORS' REPORT

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
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 Jhunjunwala	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*	5,71,386	11.12	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	-	-	-	5,71,38
34	JSW Organics Ltd.	1,28,583	-	1,28,583	2.50	-	-	-	1,28,583
35	Genova Multisolutions Private Limited*	-	-	5,71,286	11.12	-	-	-	5,71,286
36	Sajjan Jindal (As a trustee for Sajjan Jindal Family Trust)	-	-	10	0.00	06.04.2017	-	10	10
37	Sajjan Jindal (As a trustee for Sajjan jindal Lineage Trust)	-	-	10	0.00	06.04.2017	-	10	10
38	Sajjan Jindal (As a trustee for Sangita Jindal Family Trust)	-	-	10	0.00	08.09.2017	-	10	10
39	Sajjan Jindal (As a trustee for Tarini Jindal Family Trust)	-	-	10	0.00	08.09.2017	-	10	10

DIRECTORS' REPORT

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
40	Sajjan Jindal (As a trustee for Tanvi Jindal Family Trust)	-	-	10	0.00	08.09.2017	-	10	10
41	Sajjan Jindal (As a trustee for Parth Jindal Family Trust)	-	-	10	0.00	08.09.2017	-	10	10
	Total	28,56,510	55.62	28,56,470	55.61	-	-	-	28,56,470

* On 25th March, 2017, Genova Multisolutions Private Limited has acquired 5, 71, 286 equity shares of the Company by way of gift from Sahyog Holding Pvt. Ltd. (both promoter group entities), pending transfer of such shares in depository.

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

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
1	IL & FS Trust Co Ltd	4,40,721	8.58	-	-	-	-	-	-
				4,43,778	08.64	07.04.2017	-	3,057	-
				4,45,135	08.67	05.05.2017	-	1,357	-
				4,46,894	08.70	12.05.2017	-	1,759	-
				4,47,694	08.72	19.05.2017	-	800	-
				4,48,416	08.73	26.05.2017	-	722	-
				4,51,073	08.78	09.06.2017	-	2657	-
				4,57,836	08.91	16.06.2017	-	6763	-
				4,60,763	08.97	23.06.2017	-	2,927	-
				4,61,414	08.98	30.06.2017	-	651	-
				4,61,435	08.98	07.07.2017	-	21	-
				4,61,513	08.99	14.07.2017	-	78	-
				4,61,777	08.99	21.07.2017	-	264	-
				4,61,779	08.99	28.07.2017	-	2	-
				4,64,376	09.04	11.08.2017	-	2,597	-
				4,69,752	09.15	25.08.2017	-	5,376	-
				4,75,716	09.26	01.09.2017	-	5,964	-
				4,78,281	09.31	30.09.2017	-	2,565	-
				4,78,476	09.32	06.10.2017	-	195	-
				4,86,999	09.48	27.10.2017	-	8,523	-
				4,90,770	09.56	03.11.2017	-	3,771	-
				4,94,455	09.63	10.11.2017	-	3,685	-
				5,00,705	09.75	17.11.2017	-	6,250	-

DIRECTORS' REPORT

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
				5,08,290	09.90	24.11.2017	-	7,585	-
				5,08,296	09.90	01.12.2017	-	6	-
				5,09,178	09.91	26.01.2018	-	882	-
				5,11,405	09.96	02.02.2018	-	2,227	-
				5,20,288	10.13	09.02.2018	-	8,883	-
				5,20,534	10.13	02.03.2018	-	246	-
				5,20,769	10.14	09.03.2018	-	235	-
				5,20,913	10.14	16.03.2018	-	144	-
				5,22,800	10.18	23.03.2018	-	1,887	-
				5,23,972	10.20	30.03.2018	-	1,172	-
				5,23,972	10.20	31.03.2018	-	-	5,23,972
2	Keswani Haresh	2,88,566	5.62	-	-	-	-	-	-
				288718	5.62	16.06.2017	-	152	-
				2,88,718	5.62	31.03.2018	-	-	2,88,718
3	Anil Arya	2,49,285	4.85	-	-	-	-	-	-
				2,49,285	4.85	31.03.2018	-	-	2,49,285
4	Vaishalli Arya	1,93,316	3.76	-	-	-	-	-	-
				1,92,716	3.75	27.10.2017	(600)	-	-
				1,91,482	3.73	03.11.2017	(1,234)	-	-
				1,81,449	3.53	10.11.2017	(10,033)	-	-
				1,79,949	3.50	17.11.2017	(1,500)	-	-
				1,79,349	3.49	01.12.2017	(600)	-	-
				1,79,078	3.49	31.12.2017	(271)	-	-
				17,48,77	3.40	26.01.2018	(4,201)	-	-
				1,64,677	3.21	02.02.2018	(10,200)	-	-
				1,64,677	3.21	31.03.2018	-	-	1,64,677
5	Ricky Ishwardas Kirpalani	1,54,752	3.01	-	-	-	-	-	-
				1,55,151	3.02	05.05.2017	-	399	-
				1,55,151	3.02	31.03.2018	-	-	1,55,151
6	ACACIA Institutional Partners, LP	89,082	1.73	-	-	-	-	-	-
				87,832	1.71		(1,250)	-	-
				86,832	1.69		(1,000)	-	-
				85,182	1.66		(1,650)	-	-
				85,182	1.66	31.03.2018	-	-	85,182

DIRECTORS' REPORT

Sr. 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 as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares held	% of total shares of the company	Date	Sold	Purchased	
7	ACACIA Partners, LP	79,236	1.54	-	-	-	-	-	-
				77,986	1.52	24.11.2017	(1,250)	-	-
				76,986	1.50	05.01.2018	(1,000)	-	-
				75,336	1.47	12.01.2018	(1,650)	-	-
				75,336	1.47	31.03.2018	-	-	75,336
8	The Oriental Insurance Company Limited	28,125	0.55	-	-	-	-	-	-
				28,125	0.55	31.03.2018	-	-	28,125
9	Acacia Banyan Partners	25,000	0.49	-	-	-	-	-	-
				25,000	0.49	31.03.2018	-	-	25,000
10	Metrica Asia Event Driven Master Fund	0	0.00	-	-	-	-	-	-
				1,200	0.02	01.12.2017	-	1,200	-
				4,190	0.08	08.12.2017	-	2,990	-
				6,127	0.12	15.12.2017	-	1,937	-
				7,096	0.14	22.12.2017	-	969	-
				8,016	0.16	31.12.2017	-	920	-
				8,596	0.17	05.01.2018	-	580	-
				10,350	0.20	12.01.2018	-	1,754	-
				12,565	0.24	19.01.2018	-	2,215	-
				13,509	0.26	26.01.2018	-	944	-
				15,389	0.30	02.02.2018	-	1880	-
				15,389	0.30	31.03.2018	-	-	15,389
11	Acacia Conservation Fund LP	14,050	0.27	-	-	-	-	-	-
				14,050	0.27	31.03.2018	-	-	14,050
12	Narendra Lakhi Chulani	12,535	0.24	-	-	-	-	-	-
				6,052	0.12	16.06.2017	(6,483)	-	-
				2,197	0.04	23.06.2017	(3,855)	-	-
				0	0.00	11.08.2017	(2,197)	-	-
				0	0.00	31.03.2018	-	-	0

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

DIRECTORS' REPORT**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		No. of share at the end of the year as on 31/03/2018
		No. of Shares held as on 01/04/2017	% of total shares of the company	No. of Shares	% of total shares of the company	
1	Mr. Rakesh Kumar Garg (Executive Director & CEO)*	16	0.00	16	0.00	0.00
2	Mr. Ram Gopal Garg (Director)	120	0.00	120	0.00	0.00
3	Mr. Rajinder Parkash Jindal (Director)	-	-	-	-	-
4	Ms. Vaishali Deshmukh (Director)	-	-	-	-	-
5	Mr. Shailesh Goyal (Director)	1	0.00	-	-	-
6	Mr. Deepak Garg** (CFO)	-	-	-	-	-
7	Mr. Raghav Sharma (Company Secretary)	-	-	-	-	-
8	Mr. Suresh Jindal (Whole-time Director)#	-	-	NA	NA	NA
9	Mr. Mahabir Prashad Gupta (CFO)@	6	0.00	NA	NA	NA

* Mr. Rakesh Kumar Garg relinquished the office of Independent Director and appointed as the Executive Director & C.E.O. w.e.f. October 17, 2017.

** Mr. Deepak Garg was appointed as a Chief Financial Officer w.e.f. October 17, 2017.

Mr. Suresh Jindal ceased to be Whole-time Director w.e.f. close of business hours on September 30, 2017.

@ Mr. Mahabir Prashad Gupta ceased to be Chief Financial Officer w.e.f. close of business hours on July 31, 2017.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year – 1st April, 2017				
(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, 2018				
(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

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

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of WTD and CEO		Total Amount
1.	Gross Salary	Mr. Rakesh Kumar Garg (wef 17/10/2017)	Mr. Suresh Jindal (upto 30/09/2017)	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	28.96	16.54	45.50
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0.16	-	0.16
	(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	-	1.54	1.54
	Total (A)	29.12	18.08	47.21
	Ceiling as per the Act	10% of the net profits calculated as per Section 198 of the Companies Act, 2013. The remuneration paid above is within the said limits.		

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

(₹ in Lakhs)

Particulars of Remuneration	Name of Directors				Total Amount
	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

DIRECTORS' REPORT**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Mahabir Prashad Gupta)(CFO) (Upto 31/07/2017)	Mr. Deepak Garg (CFO) (w.e.f. 17/10/2017)	Mr. Raghav Sharma (CS)	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	15.72	6.06	4.14	25.92
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0.11	-	-	0.11
	(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	1.94	0.31	0.29	2.54
	Total	17.76	6.37	4.43	28.57

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

DIRECTORS' REPORT**Annexure B to Boards' Report**

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2018

[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 – 110 015.

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, 2018, 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 **Nalwa Sons Investments Limited** for the financial year ended on 31st March, 2018 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, 2009;
 - (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 (not applicable to the company during the audit period.);
 - (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, 1998 (not applicable to the Company during the audit period).

DIRECTORS' REPORT

(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; and

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 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.

M/s Rajesh Garg & Co.
Practicing Company Secretary
FCS No. 5960
CP No. 4093

Place: Hisar

Date: May 18, 2018

DIRECTORS' REPORT

Annexure – C to Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

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 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. 1,241 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

Rs. 24.83 Lakhs

5. Details of CSR spent during the financial year.

- a) Total amount to be spent for the financial year: Rs.24.83 Lakhs
- b) Amount unspent, if any: Rs. 10.64 Lakhs
- c) 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.

The Company has spent ₹ 14.19 Lakhs on CSR Activities during the Financial Year under review. Also, the Company had spent ₹ 1.50 Lakhs and ₹ 23.25 Lakhs on CSR activities during the Financial Year 2016-17 and Financial Year 2015-16 respectively.

The Company is in the process of exploring the areas/location for CSR activities for welfare of society. As a socially responsible corporate, your company is committed to increase its CSR impact and spend over the coming years with aim of playing a larger role in India's sustainable development by embedding wider economic, social and environmental objectives.

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.

DIRECTORS' REPORT

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr.No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Amt. in Rs.)	Amount spent on the project or programs Sub – heads: (1)Direct expenditure on projects or programs (2) Overheads:	Cummulative expenditure upto the reporting period (Amt. in ₹)	Amount spent: Direct or through implementing agency.
1	Promoting health care including preventive health care and sanitation and making available safe drinking water	Improving Living Condition	Nalwa, Hisar-125037, Haryana	25,00,000	14,19,223	14,19,223	Direct

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

For Nalwa Sons Investments Limited**Rakesh Kumar Garg**

Executive Director & C.E.O.

DIN: 00038580

Rajinder Parkash Jindal

Director

DIN: 00004594

Place: Hisar

Date: August 07, 2018

DIRECTORS' REPORT**Annexure – D to Boards' Report****Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1), 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name of the Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2017 -18 (₹ in Lakhs)	Percent increase in Remuneration in the financial Year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Rakesh Kumar Garg, Executive Director & CEO (w.e.f. October 17, 2017)	29.12	^	^
2	Mr. Ram Gopal Garg, Independent Director	-	-	-
3	Mr. Rajinder Parkash Jindal, Independent Director	-	-	-
4	Ms. Vaishali Deshmukh, Independent Director	0.40*	-	-
5	Mr. Shailesh Goyal, Independent Director	0.40*	-	-
6	Mr. Deepak Garg, Chief Financial Officer (w.e.f. October 17, 2017)	06.37	^	^
7	Mr. Raghav Sharma Company Secretary	04.43	40.63	-
8	Mr. Mahabir Prashad Gupta, Chief Financial Officer (upto July 31, 2017)	17.76	^	^
9	Mr. Suresh Jindal, Executive Director & CEO (upto September 31, 2017)	18.08	^	^

^ Since the remuneration is only for part of the year, the ratio of their remuneration to median remuneration and percentage increase in remuneration is not comparable and hence, not stated.

* Payment of sitting fees for attended the Board Meetings.

Sr. No.	Requirement	Information
1	Percentage increase in the median remuneration of employees in the Financial Year 2017-18	As on March 31, 2018, there are three Whole-time Key Managerial Personnel in the Company and one employee. Information is not comparable and hence, not stated.
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.	
3	No. of permanent employees on the rolls of the Company	4 (Four) as on 31st March, 2018
4	Affirmation that the remuneration is as per the remuneration policy of the company.	Affirmed

DIRECTORS' REPORT

Sr. No.	Name	Designation	Remuneration received (Amt. ₹ in Lakhs)	Qualification and experience	Date of Commencement of employment	Age	Last Employment
1	Mr. Rakesh Kumar Garg	Executive Director & CEO	As stated in table above	Post Graduate; 35 Years	17-10-2017	59	Jindal Stainless Corporate Management Services Private Limited
2	Mr. Deepak Garg	Chief Financial Officer		CA; 12 years	17-10-2017	37	Jindal Stainless (Hisar) Ltd.
3	Mr. Raghav Sharma	Company Secretary		B.Com; CS; 3 years	14-11-2015	26	-
4	Mr. Narender Singh Yadav	General Staff	3.32	Under Graduate; 21 years	01-03-2005	47	-

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 to 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:

Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Your Company is committed on adopting the best practices of Corporate Governance as manifested in the Company's functioning to achieve the business excellence by enhancing long-term shareholders' value. Efficient conduct of the business of the Company through commitment to transparency and business ethics in discharging its corporate responsibilities is hallmark of the best practices followed by the Company.

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.

II. Board of Directors

The Board of Directors of your Company is having optimum combination of Executive and Non-Executive Directors, in conformity with Regulation 17 of the Listing Regulations. As at 31st March, 2018, the Board of your Company consisted of five Directors, including four independent Directors. Details with respect to size and composition of Board of Directors are given hereunder:

Sr. No.	Name	Category
1	Mr. Rakesh Kumar Garg	Executive Director & CEO, 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. Shailesh Goyal	Non-Executive Director, Independent

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.

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. None of the Directors on the Board are Independent Directors of more than seven listed Companies and none of the Whole-time Directors are Independent Directors of any listed Company.

None of the Directors on the Board is a Director in more than 10 Public Companies and is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26(1) of the Listing Regulations) across all the Companies in which he/she is a Director.

III. Board Meetings, its Committee Meetings and Procedure thereof:

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

CORPORATE GOVERNANCE REPORT

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. The information stipulated under Part A of Schedule II of Listing Regulations is being made available to the Board.

During the Financial Year 2017-18, six Board Meetings were held on May 29, 2017, August 11, 2017, August 23, 2017, October 17, 2017, November 14, 2017 and February 14, 2018. The maximum time gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present in all the meetings.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

IV. Attendance of Directors & other Directorships

Attendance of the directors at the Board meetings, last Annual General Meeting and number of other Directorships and Chairmanships/ Memberships of Committee of each Director in other Companies are given below:

Sr. No.	Name of the Director	DIN	No. of equity shares held @	Attendance Particulars			Directorships/ Chairmanships \$		
				No. of board meetings held	No. of board meetings attended	Attendance at Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1	Mr. Rakesh Kumar Garg #	00038580	16	6	6	Yes	-	2	-
2	Mr. Ram Gopal Garg	00004517	120	6	5	No	-	1	1
3	Mr. Rajinder Parkash Jindal	00004594	-	6	5	No	4	1	1
4	Ms. Vaishal Deshmukh	07133868	-	6	4	No	-	-	-
5	Mr. Shailesh Goyal	03547239	-	6	4	No	-	-	-
6	Mr. Suresh Jindal *	07541893	-	3	3	No	N.A.	N.A.	N.A.

Relinquished the office of Independent Director and appointed as the Executive Director & C.E.O. w.e.f. October 17, 2017.

* Mr. Suresh Jindal ceased to be Whole-time Director w.e.f. close of business hours on September 30, 2017.

- During the year, one separate meeting of independent directors was held on November 14, 2017, which was attended by all the Independent Directors. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Chairman of the Company and the Board as a whole.

@ Company has not issued any convertible instruments.

\$ Other Directorships does not include Directorships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.

CORPORATE GOVERNANCE REPORT

V. Committees of the Board

A. Audit Committee:

Terms of Reference:

The "Terms of Reference" of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and provisions of Regulation 18 of Listing Regulations.

Composition and Attendance:

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013 and provisions of Regulation 18 of Listing Regulations.

During financial year 2017-18, five meetings of Audit Committee were held on May 29, 2017, August 11, 2017, October 17, 2017, November 14, 2017 and February 14, 2018. The maximum time gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present in all the meetings.

Names of Members of the Committee and their attendance at the Meetings are given below:

Name	Category	Status	Number of Meetings attended
Mr. Rajinder Parkash Jindal	Independent, Non-Executive Director	Chairman	5
Mr. Ram Gopal Garg	Independent, Non-Executive Director	Member	4
Mr. Rakesh Kumar Garg	Executive	Member	5

Other Details:

Chief Financial Officer regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee.

The previous Annual General Meeting ("AGM") of the Company was held on September 28, 2017 and was attended by Mr. Rakesh Kumar Garg, Authorized Representative of Chairman of Audit Committee and Member of the Audit Committee

B. Nomination and Remuneration Committee:

Terms of Reference:

The Terms of Reference of the Nomination and Remuneration Committee are in conformity with Section 178 of the Companies Act, 2013 provisions of Regulation 19 of Listing Regulations.

Composition and attendance:

During the Financial Year ended March 31, 2018, one meeting of the Nomination and Remuneration Committee was held on October 17, 2017. All the Members attended the aforesaid meeting.

Names of Members of the Committee and their attendance at the Meetings are given below:

Name	Category	Status	Number of Meetings attended
Mr. Ram Gopal Garg	Independent, Non-Executive Director	Chairman	1
Mr. Rajinder Parkash Jindal	Independent, Non-Executive Director	Member	1
Mr. Rakesh Kumar Garg	Executive Director	Member	1

Other Details:

i) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and

CORPORATE GOVERNANCE REPORT

contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

ii) Remuneration Policy:

Remuneration at the Company is based on the principles of performance, equitableness and competitiveness. This Remuneration Policy has been designed to reflect these principles and to attract, motivate and retain quality manpower for driving the Company successfully.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and Performance Linked Incentive (variable component) to its Executive Director. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

iii) Details of remuneration for the year ended March 31, 2018:

i. Non-Executive Directors

(Amount in ₹)

Sr. No.	Name	Sitting Fees
1	Mr. Ram Gopal Garg	-
2	Mr. Rajinder Parkash Jindal	-
3	Mr. Rakesh Kumar Garg*	-
4	Mr. Shailesh Goyal	40,000
5	Ms. Vaishali Deshmukh	40,000

ii. Executive Directors

(Amount in ₹)

Sr. No.	Name	Salary	Bonus	ESPS	Total
1	Mr. Rakesh Kumar Garg* (w.e.f. October 17, 2017)	24,70,788	4,41,498	NA	29,12,286
2	Mr. Suresh Jindal (upto September 30, 2017)	11,19,269	5,34,610	NA	16,53,879

* Mr. Rakesh Kumar Garg relinquished the office of Independent Director and appointed as the Executive Director & C.E.O. w.e.f. October 17, 2017.

C. Stakeholders Relationship Committee:

Terms of Reference:

The Terms of Reference of the Stakeholders Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 and provisions of Regulation 20 of SEBI Listing Regulations. The Committee looks into the grievances of the Shareholders related to transfer of shares and non receipt of annual report and recommends measure for expeditious and effective investor service.

The Company has duly appointed Registrar and 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.

Composition and attendance:

During financial year 2017-18, four meetings of Stakeholders Relationship Committee were held on May 29, 2017, August 11, 2017, November 14, 2017 and February 14, 2018.

CORPORATE GOVERNANCE REPORT

Names of Members of the Committee and their attendance at the Meetings are given below:

Name	Category	Status	Number of Meetings attended
Mr. Ram Gopal Garg	Independent, Non-Executive Director	Chairman	3
Mr. Rajinder Parkash Jindal	Independent, Non-Executive Director	Member	4
Mr. Rakesh Kumar Garg	Executive Director	Member	4

Other Details:

i. Name, Designation and address of Compliance Officer:

Mr. Raghav Sharma
Company Secretary
28, Najafgarh Road, Moti Nagar Industrial Area, New Delhi -110015
Telephone: 011-41462000

ii. Details of Investors complaints received and redressed during the year 2017-18 are as follows:

Opening Balance	0
Received during the year	7
Resolved during the year	7
Closing Balance	0

D. Corporate Social Responsibility Committee:

Terms of Reference:

The Terms of Reference of the Corporate Social Responsibility Committee ("CSR Committee") are in conformity with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the focus areas of Company's CSR activities.

In line with the CSR philosophy and the focus areas, the Company has planned interventions in the fields of education & vocational training, integrated health care, women empowerment, social projects, rural infrastructure development, environment sustainability, sports, preservation of art and culture, business of human rights, disaster management.

Composition and Attendance:

Two meetings of the CSR committee were held during the year on August 11, 2017 and February 14, 2018.

Names of Members of the Committee and their status are given below:

Name	Category	Status	Number of Meetings attended
Mr. Rajinder Parkash Jindal	Independent, Non-Executive Director	Chairman	2
Mr. Ram Gopal Garg	Independent, Non-Executive Director	Member	1
Mr. Rakesh Kumar Garg	Executive Director	Member	2

E. Share Transfer Committee:

The Board of Directors has delegated the power of approving transfer of securities and other related formalities to the share transfer committee comprising Mr. Rajinder Parkash Jindal, Director, Mr. Rakesh Kumar Garg, Director and Mr. Raghav Sharma, Company Secretary and a Representative of Registrar & Transfer Agent.

During the financial year ended 31st March 2018, all the valid requests for transfers of shares were processed in time and there are no pending transfers of shares.

CORPORATE GOVERNANCE REPORT

VI. General Body Meetings:

i. General Meeting

a. Annual General Meeting ("AGM"):

The details of date, time and location of annual general meetings held in last three years are as under:

Financial Year	Date	Time	Venue
2014-15	28.09.2015	03:30 P.M.	N. C. Jindal Public School Road No. 73 West Punjabi Bagh New Delhi - 110 026
2015-16	29.09.2016		
2016-17	28.09.2017		

b. Extraordinary General Meeting:

No Extraordinary General meeting of the members was held during the financial year 2017-18.

c. Special Resolution(s):

No special resolution was passed by the Company in any of its previous three AGMs.

ii. Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern:

During the year under review, no special resolution has been passed through the exercise of postal ballot.

iii. Details of special resolution proposed to be conducted through postal ballot: None of the business proposed to be transacted at the ensuing AGM required passing of a special resolution through postal ballot.

VII. Other Disclosures:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the 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.

Pursuant to the Company's Policy on Dealing with Related Party Transactions, Chief Financial Officer is the Compliance Officer who is responsible for proper implementation of the Policy as approved by the Board/Committee of Directors; procedures, monitoring adherence to the rules of Related Party Transactions.

(b) Details of non-compliance by the Company, penalties, and 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 during the last three years; 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.

(c) Vigil Mechanism

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 the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations.

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 bonafide reports of violations. It also specifies the procedures and reporting authority for reporting unethical behavior, 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.

CORPORATE GOVERNANCE REPORT

No person has been denied access to the Chairman of the Audit Committee.

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.

(d) Discretionary requirements.

The Company has complied with the mandatory requirements. The Company has adopted following discretionary requirements of Schedule II Part E of the SEBI Listing Regulations:

(1) Shareholders' Rights

The quarterly results of the Company are published in one English (National daily) and one Hindi newspaper, having wide circulation in Delhi. Further, the quarterly results are also posted on the website of the Company – www.nalwasons.com. In view of the foregoing, the half yearly results of the Company are not sent to the shareholders individually.

(2) Modified Opinion(s) in Audit Report

During the period under review, there were no audit qualifications in the Company's financial statements. The Company continues to adopt best accounting practices.

(3) Reporting of Internal Auditor

M/s Amod Agrawal & Co., Chartered Accountants, 112 Syndicate House, Inderlok, Rohtak Road, Delhi-110035 (Firm Registration No. 011994N) are the internal auditors of the Company and make presentation on their reports to Audit Committee.

(e) Corporate Governance Policies

The Company has formulated the various Corporate Governance Policies. The said policies have also been uploaded on Company's website at the following links:

Particulars	Website link
Policy on preservation & archival of documents	http://nalwasons.com/pdf/Nalwa%20Preservation%20and%20Archival%20Policy.pdf
Policy on disclosure of material events or information	http://nalwasons.com/pdf/Nalwa%20Material%20Event%20Policy.pdf
Policy to determine the material subsidiaries	http://nalwasons.com/pdf/Policy_for_determining_material_subsidaries_NSIL001.pdf
Policy on dealing with Related Party Transactions	http://nalwasons.com/pdf/Related_Party_Transactions-file001.pdf
Policy for determining material subsidiaries	http://nalwasons.com/pdf/Policy_for_determining_material_subsidaries_NSIL001.pdf
Code of Conduct	http://nalwasons.com/pdf/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management%20(1).pdf
Terms of Appointment of Independent Directors	http://nalwasons.com/pdf/Terms%20&%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf
Policy on Familiarization Programme for Independent Directors	http://nalwasons.com/pdf/Policy_on_familiarisation_programme_for_independent_directors_NSIL001.pdf
Details of Familiarization Programme for Independent Directors	http://nalwasons.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20NSIL.pdf
Whistle Blower Policy	http://nalwasons.com/pdf/Whistle_Blower_Policy001.pdf

CORPORATE GOVERNANCE REPORT

Particulars	Website link
Fair Practice Code	http://nalwasons.com/pdf/Fair%20Practices%20Code.pdf
Criteria for making payment to Non-Executive Directors	http://nalwasons.com/pdf/Criteria%20for%20making%20payment%20to%20%20Independent%20and%20Non%20Executive%20Directors.pdf
Remuneration Policy	http://nalwasons.com/pdf/Remuneration_Policy_NSIL001.pdf
CSR Policy	http://nalwasons.com/pdf/CSR%20Policy-NSIL.pdf
Code of Fair Disclosure of Unpublished Price Sensitive Information	http://nalwasons.com/pdf/Code%20of%20Fair%20Disclosure%20of%20UPSI-NSIL.pdf

VIII. Means of Communication:

i.	Quarterly Results	The quarterly, half yearly and yearly financial results of the Company are submitted to 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 Listing Regulations.
ii.	Newspapers wherein results normally published	Financial Express (English), Jansatta (Hindi)
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.

CORPORATE GOVERNANCE REPORT

IX. General Shareholders' Information

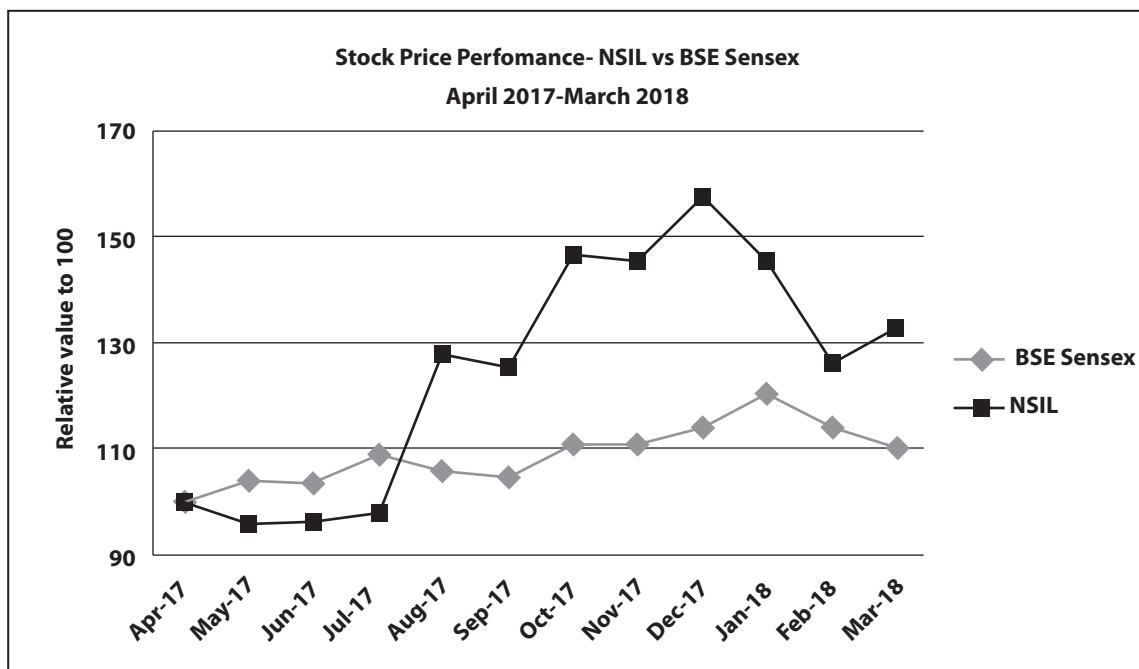
i.	Annual General Meeting : - Date and Time - Venue	<p>Saturday, the 29th September, 2018 at 03.30 p.m.</p> <p>At N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026</p> <p>As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment at this AGM are given in the Annexure to the Notice of this AGM</p>	
ii.	Financial Year:	The Financial Year of the Company starts from 1st April and ends on 31st March every year.	
iii.	Financial Calendar 2018-19 (Tentative) :	Annual General Meeting – (Next Year)	September, 2019
		Financial Reporting Results for quarter ended June 30, 2018	August 07, 2018 (Actual)
		Results for quarter ending Sep. 30, 2018	On or before 14th Nov., 2018
		Results for quarter ending Dec. 31, 2018	On or before 14th Feb., 2019
		Results for year ending Mar. 31, 2019 (Audited)	On or before 30th May, 2019
iv.	Book Closure date :	17th day of September, 2018 to 18th day of September, 2018 (both days inclusive) for Annual General Meeting.	
v.	Dividend payment date:	No dividend has been recommended by the Board of Directors for the financial year 2017-18.	
vi.	Unclaimed Shares	<p>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:</p>	
	Particulars	No. of Shareholders	No. of Shares
	Aggregate number of shareholders and the outstanding shares in the suspense account as on 01.04.2017.	229	3,661
	Number of shareholders who approached the Company/RTA for transfer of shares from suspense account during the year 2017-18.	2	32
	Number of shareholders to whom shares were transferred from suspense account during the year 2017-18.	2	32
	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.3.2018.	227	3,629

CORPORATE GOVERNANCE REPORT**X. OTHER INFORMATION**

i.	Risk Management Framework	The Company has in place mechanisms 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.	
ii.	CEO and CFO Certification	The Executive Director & C.E.O. and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the Listing Regulations.	
iii.	Code of Conduct	<p>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 Executive Director & C.E.O. is given below:</p> <p>To the Shareholders of Nalwa Sons Investments Limited</p> <p>Sub.: Compliance with Code of Conduct</p> <p>I hereby declare that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.</p> <p>Place: Hisar Date: May 29, 2018</p> <p>Rakesh Kumar Garg Executive Director & C.E.O.</p>	
iv.	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 – 400 051	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
v.	Listing Fees	The annual listing fees for the year 2018-19 have been paid to both BSE and NSE.	
vi.	Stock Code (Equity Shares)	Trading Symbol – BSE Limited (Demat Segment):	532256
		Trading Symbol – National Stock Exchange of India: (Demat Segment)	NSIL
vii.	International Securities Identification Number (ISIN) [Equity Shares]	INE023A01030	
viii.	Reuters Code	NALS.BO (BSE Limited) NALS.NS (National Stock Exchange of India Limited)	

CORPORATE GOVERNANCE REPORT

ix.	Stock Market Price Data	National Stock Exchange of India Ltd. (NSE)		BSE Limited (BSE)	
	Month	Month's high Price (in ₹)	Month's Low Price (in ₹)	Month's High Price (in ₹)	Month's Low Price (in ₹)
	Apr 2017	989.95	886.00	950.00	880.00
	May 2017	947.00	820.05	938.95	866.00
	Jun 2017	966.00	865.00	959.00	870.15
	Jul 2017	938.00	870.05	925.00	880.00
	Aug 2017	1290.00	886.15	1259.85	889.50
	Sep 2017	1315.00	1106.00	1314.00	1110.05
	Oct 2017	1497.85	1125.00	1490.00	1132.00
	Nov 2017	1426.50	1194.00	1386.00	1204.00
	Dec 2017	1511.00	1302.10	1513.85	1300.00
	Jan 2018	1510.00	1261.90	1500.00	1274.90
	Feb 2018	1368.80	1032.00	1331.00	1030.05
	Mar 2018	1254.00	1020.05	1254.00	1030.00

x. Share price performance in comparison to broad based indices – BSE SENSEX

Note:

Based on the Monthly closing data of Nalwa Sons Investments Limited (Rs. per share) and BSE Sensex.

CORPORATE GOVERNANCE REPORT

xi.	Registrar and Transfer Agents	Link Intime India Private Limited 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in; rajan.pk@linkintime.co.in
xii.	Share Transfer System	Share transfer requests for shares in physical form are registered within 10 – 15 days. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.
xiii.	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 Depositories 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.
xiv.	Transfer of Unpaid / Unclaimed Amounts to Investor Education and Protection Fund	Not Applicable

xv. Distribution of shareholding as at March 31, 2018

		Shareholders		Equity Shares Held	
	By size of Shareholding	Number	Percentage	Number	Percentage
	1-500	20,813	99.35	5,23,886	10.20
	501-1000	70	0.33	49,656	0.97
	1001-2000	26	0.12	36,152	0.70
	2001-3000	4	0.02	9,491	0.18
	3001-4000	6	0.03	21,159	0.41
	4001-5000	5	0.02	22,136	0.43
	5001-10000	4	0.02	29,670	0.58
	10001 and above	21	0.10	44,44,013	86.52
	Total	20,949	100.00	5,136,163	100.00
	Physical	10,208	48.73	1,99,177	3.88
	Demat	10,741	51.27	49,36,986	96.12
	Total	20,949	100.00	51,36,163	100.00

CORPORATE GOVERNANCE REPORT

	By Category of Shareholders	Equity Shares Held	
		Numbers	Percentage
	Promoters	2,856,470	55.61
	Mutual Funds/FIs/Banks/Insurance	30,896	00.60
	FPIs/FIIs	225,184	04.38
	Resident Indian	532,253	10.36
	Non Resident Indian	917,988	17.87
	Bodies Corporate	552,864	10.76
	Others	20,508	00.40
	Total	5,136,163	100.00
xvi.	Dematerialization of shares	As on 31st March, 2018, 96.12% of the total share capital was in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form.	
xvii.	Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity	Not Applicable	
xviii.	Commodity price risk or foreign exchange risk and hedging activities	Please refer Management Discussion and Analysis Report for details.	
xix.	Plant locations	Not Applicable	
xx.	CIN (Corporate Identification Number) of the Company	L65993DL1970PLC146414	
xxi.	Investor Correspondence: For transfer / dematerialization of shares, payment of dividend on shares, query on Annual Report and any other query on the shares of the Company.	Name: Mr. V.M. Joshi Designation: Vice President Address : Link Intime India Private Limited 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in; rajan.pk@linkintime.co.in	

CORPORATE GOVERNANCE REPORT

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of

Nalwa Sons Investments Limited

1. The Corporate Governance Report prepared by Nalwa Sons Investments Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2018. This certificate is required for annual submission to the Stock exchange and to be sent to the members of the Company.

Management's responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's responsibility

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations for the year ended March 31, 2018.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by Institute of Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes, but not

CORPORATE GOVERNANCE REPORT

limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2018.

Other matters

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

Restriction on Use

11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

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

Vardhman Doogar
Partner
Membership No. 517347

Place: Hisar
Dated: July 30, 2018

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 ₹ 2,011.65 lakhs during the financial year ended 31st March, 2018 as compared to ₹ 1,510.16 lakhs during the previous year, an increase of around 33.21%. Profit before interest, depreciation and tax stood at ₹ 1,038.22 lakhs as compared to ₹ 1,404.11 lakhs during previous year. Net Profit after tax stood at ₹ 1,046.86 lakhs as compared to ₹ 1,202.21 lakhs during the previous year.

On a consolidated basis the Total Income stood at ₹ 3,629.02 lakhs during the financial year ended 31st March, 2018 as compared to ₹ 3,409.74 lakhs during the previous year, an increase of around 6.44%.

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.

India was the world's third-largest crude steel producer till 2017. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output. India overtook Japan to become the world's second largest crude steel producer in the world in February, 2018. 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.

OPPORTUNITIES AND THREATS

The International Monetary Fund (IMF) remains bullish on India's growth potential and has retained its GDP forecast for the country at 7.4 per cent in 2018 and estimated that the Indian economy would grow by 7.8 per cent in 2019, which make the country the world's fastest-growing economy in 2018 and 2019.

Government initiatives like Make in India and Digital India expect to increase the purchasing power of an average Indian consumer, which would further boost demand and spur development as numerous foreign companies are setting up their facilities in India. Digital India initiative focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy. Considering that the economy on the whole is again on the path of growth, the Company foresees a lot of opportunities coming up for equity participation in new projects / expansion of existing projects of the Investee Companies in future.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Financial or other turmoil in emerging markets has in the recent past adversely affected market prices in the world's securities markets for companies operating in the affected developing economies.

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.

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, 2018, 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 Standalone Financial Statements

We have audited the accompanying standalone financial statements of Nalwa Sons Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018 and its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matter in Note No. 21 to the standalone financial statements: -

The Company has made long term investments in subsidiary companies of ₹ 8,269.45 Lakhs and in certain other companies of ₹ 1,840.22 Lakhs where there is diminution in value of investments. The amount of diminution is not readily ascertainable because of layer effect of accretion/diminution of investments held by those Companies. Such diminution in the opinion of the management, being long term strategic investment and future cash flows, is temporary in nature and as such no provision is considered necessary.

Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITORS' REPORT

Other Matters

The financial statements of the Company for the year ended March 31, 2017 were audited by predecessor auditor who vide their report dated May 27, 2017 expressed an unmodified opinion with Emphasis of Matter Paragraph on those financial statements.

Report on Other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Companies Act, 2013 we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent possible.
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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards 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 March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B" to this report.
 - g) With respect to the other matters to be included in the Auditor's 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 financial statements – Refer Note no. 20 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 was no amount payable which was required to be transferred by the Company to the Investor Education and Protection Fund.

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

Vardhman Doogar
Partner
Membership No.517347

Place: - Hisar
Date: - May 29, 2018

INDEPENDENT AUDITORS' REPORT

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Annexure A referred to in paragraph 1 under the heading 'Report on other legal and regulatory requirements' of our report of even date)

1. In respect of Company's property, plant & equipment: -
 - 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's business does not involve inventories and, accordingly, reporting under Paragraph 3(ii) of the Order is not applicable to the Company.
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 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, 2018.

INDEPENDENT AUDITORS' REPORT

- 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	2005-06	Income Tax Appellate Tribunal, Delhi	662.96
Income Tax Act, 1961	2012-13	Income Tax Appellate Tribunal, Delhi	17.51
Income Tax Act, 1961	2013-14	Commissioner of Income Tax (Appeals), Delhi	46.23
Income Tax Act, 1961	2014-15	Commissioner of Income Tax (Appeals), Delhi	39.21

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

Place: - Hisar
Date: - May 29, 2018

INDEPENDENT AUDITORS' REPORT

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under the heading 'Report on other legal and regulatory requirements' of our report of even date)

Report on the Internal Financial Controls 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 ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). 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 (the "Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of 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 judgement, including the assessment of the risks of material misstatement of the 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 internal financial controls system over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 financial statements.

INDEPENDENT AUDITORS' REPORT

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 to future periods are subject to the risk that the internal financial control over financial reporting 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, 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, 2018, 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's Registration No. 000561N

Vardhman Doogar
Partner
Membership No.517347

Place: - Hisar
Date: - May 29, 2018

STANDALONE BALANCE SHEET AS AT MARCH 31, 2018**(₹ in Lakhs)**

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	3	513.62	513.62
(b) Reserves and surplus	4	38,058.55	37,011.69
(2) Non-current liabilities			
(a) Long-term provisions	5	3.44	1.24
(3) Current liabilities			
(a) Other current liabilities	6	11.81	16.93
(b) Short-term provisions	7	21.18	28.42
Total		38,608.60	37,571.90
II. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipments	8	0.14	0.17
(b) Non-current investments	9	29,462.36	29,157.36
(c) Deferred tax assets (net)	10	916.48	810.74
(2) Current assets			
(a) Trade receivables	11	15.35	43.62
(b) Cash and cash equivalents	12	1,009.10	37.87
(c) Short-term loans and advances	13	7,205.17	7,522.14
Total		38,608.60	37,571.90
Significant accounting policies and notes to the financial statements	1-35		

As per our report of even date attached

For and on behalf of the Board of Directors**For Doogar & Associates**Chartered Accountants
Firm's Reg. No. 000561N**Rajinder Parkash Jindal**Director
DIN: 00004594**Rakesh Kumar Garg**Executive Director & CEO
DIN: 00038580**Vardhman Doogar**Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018**Deepak Garg**

Chief Financial Officer

Raghav SharmaCompany Secretary
Membership No.40181

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2018

			(₹ in Lakhs)
Particulars	Note No.	Year Ended March 31, 2018	Year Ended March 31, 2017
I. Revenue from operations	14	2,010.62	1,499.94
II. Other Income	15	1.03	10.22
III. Total Revenue (I + II)		2,011.65	1,510.16
IV. Expenses			
Employee benefits expense	16	81.48	68.45
Depreciation and amortisation expense	8	0.03	0.35
Finance costs	17	0.24	0.02
Other expenses	18	55.65	37.23
Provisions and write offs	19	836.03	-
Total Expenses		973.43	106.05
V. Profit before tax (III - IV)		1,038.22	1,404.11
VI. Tax expense:			
Current tax		97.10	197.92
Deferred tax		(105.74)	3.38
Total tax expense		(8.64)	201.30
VII. Profit for the year (V-VI)		1,046.86	1,202.81
VIII. Earning per equity share (Face value ₹ 10 each):			
Basic		20.38	23.42
Diluted		20.38	23.42
Significant accounting policies and notes to the financial statements	1-35		

As per our report of even date attached

For and on behalf of the Board of Directors

For Doogar & AssociatesChartered Accountants
Firm's Reg. No. 000561N**Vardhman Doogar**Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018**Rajinder Parkash Jindal**Director
DIN: 00004594**Deepak Garg**

Chief Financial Officer

Rakesh Kumar GargExecutive Director & CEO
DIN: 00038580**Raghav Sharma**Company Secretary
Membership No.40181

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

		(₹ in Lakhs)
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
A) Cash flows from operating activities		
Net profit before tax	1,038.22	1,404.11
Adjustments for :-		
Depreciation	0.03	0.35
Provision for standard assets written back	(1.03)	(10.22)
Provision for doubtful debts	836.03	-
Profit on sale of mutual funds	-	(0.77)
Operating profit before working capital changes	1,873.25	1,393.46
Adjustments for :-		
(Increase)/decrease in trade receivables	28.28	451.00
Increase/(decrease) current liabilities and provisions	(9.12)	3.18
Cash generated from operations	1,892.41	1,847.64
Income tax paid	(115.21)	(200.28)
Net cash inflows from operating activities	1,777.20	1,647.36
B) Cash inflow/(Outflow) from investment activities		
Purchase of non-current investments	(305.00)	(5,282.56)
Sale/(Purchase) of Current Investments (Net)	-	50.77
Loans and Advances (Net)	(500.97)	3,406.46
Net Cash Inflow/(Outflow) from Investment Activities	(805.97)	(1,825.33)
C) Cash flows from financing activities	-	-
Net Changes in Cash and Cash Equivalent (A+B+C)	971.23	(177.96)
Cash and cash equivalents at the beginning of the year	37.87	215.83
Cash and cash equivalents at the end of the year	1,009.10	37.87

Notes: -

1. Previous year's figures have been regrouped wherever considered necessary;
2. Cash flow statements has been prepared in accordance with the Accounting Standard-3;
3. Refer note no. 12 for components of cash and cash equivalents

As per our report of even date attached

For and on behalf of the Board of Directors

For Doogar & AssociatesChartered Accountants
Firm's Reg. No. 000561N**Vardhman Doogar**Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018**Rajinder Parkash Jindal**Director
DIN: 00004594**Deepak Garg**

Chief Financial Officer

Rakesh Kumar GargExecutive Director & CEO
DIN: 00038580**Raghav Sharma**Company Secretary
Membership No.40181

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1. Company Overview

Nalwa Sons Investments Limited was incorporated on November 18, 1970 under the erstwhile Companies Act i.e. Companies Act, 1956 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 of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 133 of the Companies Act 2013 and Companies (Accounting Standard) Amendment Rules 2016, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of Companies Act 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The company follows the prudential norms for income recognition, asset classification and provisioning as prescribed by the Reserve Bank of India (RBI) for Non-Systemically Important Non-deposit taking Non-Banking Finance Companies (NBFC-ND-NSI).

b. Use of estimates

Preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised prospectively in the periods in which the results are known.

c. Revenue recognition

(i) Interest Income

Interest Income on loans and advances given by the Company is recognised on accrual basis. However, interest on Non-Performing Accounts (NPA) is recognised only when it is actually realised.

(ii) 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.

d. Property, plant and equipment and depreciation

Property, plant and equipment are stated at their cost of acquisition less accumulated depreciation. Cost comprises of all cost, net of income (if any), incurred to bring the assets to their present location and working condition and other related overheads till such assets are ready for intended use.

Depreciation on property, plant and equipment of the Company is provided on Straight Line Method at the rates specified in Schedule II to the Companies Act, 2013, as amended up to date or at the rates calculated to write off 95% of the value of the assets over the remaining useful life of the assets, as determined by the management.

e. Investments

Long term investments are stated at cost. When there is a decline other than temporary in their value, the carrying amount is reduced on an individual investment basis and decline is charged to the Statement of Profit and Loss. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments.

f. Retirement and other benefits

(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.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(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.

g. Taxation

Income Tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax: Deferred tax is recognised on timing differences, being the difference between the taxable income and the accounting income, that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

h. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value.

i. Cash and cash equivalents

The Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.

j. Provisions and Contingencies

A provision is recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. 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 non-occurrence 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. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
3. Share capital		
Authorised		
(i) 150,00,000 equity shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and fully paid-up		
51,36,163 equity shares of ₹ 10/- each	513.62	513.62
Total share capital	513.62	513.62

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Shares outstanding as at the beginning of the year	51,36,163	51,36,163
Add: issued during the year	-	-
Less: bought back during the year	-	-
Shares outstanding as at the end of the year	51,36,163	51,36,163

(b) Details of shareholders holding more than 5% equity shares in the company:

Name of Shareholders	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% of holding	No. of Shares	% of holding
Keswani Haresh	2,88,718	5.62	2,88,566	5.62
Danta Enterprises Private Limited	5,71,386	11.12	5,71,386	11.12
Sahyog Holdings Private Limited	100	-	5,71,386	11.12
Genova Multisolutions Private Limited	5,71,286	11.12	-	-
Virtuous Tradecorp Private Limited	5,71,385	11.12	5,71,385	11.12
OPJ Trading Private limited	5,71,386	11.12	5,71,386	11.12
IL & FS Trust Co. Ltd.	5,23,972	10.20	4,40,721	8.58
Total	30,98,233	60.30	30,14,830	58.68

(c) Terms and rights attached to equity shares

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
4. Reserves and surplus		
a) Securities premium account		
Opening balance	3,004.20	3,004.20
Closing balance	3,004.20	3,004.20
b) General reserve		
Opening balance	2,262.77	2,262.77
Closing Balance	2,262.77	2,262.77
c) Capital reserve		
Demerger account as per scheme of arrangement and demerger	17,276.90	17,276.90
Closing balance	17,276.90	17,276.90
d) Statutory reserve pursuant to Section 45-IC of The RBI Act, 1934		
Opening balance	2,896.09	2,655.53
Add: Transferred from Statement of profit and loss	209.37	240.56
Closing balance	3,105.46	2,896.09
e) Surplus in Statement of Profit and Loss		
Balance at the beginning of the year	11,571.73	10,609.49
Add: profit for the year	1,046.86	1,202.80
Less: transferred to statutory reserve	(209.37)	(240.56)
Balance at the end of the year	12,409.22	11,571.73
Total reserves and surplus	38,058.55	37,011.69
5. Long-term provisions		
Provision for employee benefits (refer note no. 25)		
- Gratuity	1.56	1.03
- Leave encashment	1.88	0.21
Total long-term provisions	3.44	1.24
6. Other current liabilities		
a) Interest accrued and due	1.09	1.09
b) Other payables		
Statutory dues	4.06	3.42
Dues to employees	3.32	4.91
Others	3.34	7.51
Total other current liabilities	11.81	16.93

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
7. Short term provisions		
Provision for employee benefits (refer note no. 25)		
- Gratuity	0.04	0.01
- Leave encashment	0.09	6.33
Provision for others		
- Standard assets (Refer note no. 29 & 30)	21.05	22.08
Total short term provisions	21.18	28.42

8. Property, plant and equipment

(₹ in Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2017	Additions during the year	Deductions during the year	As at March 31, 2018	As at April 1, 2017	Charge during the year	Reversed during the year	As at March 31, 2018	As at March 31, 2018	As at March 31, 2017
Furniture and Fixtures	1.14	-	-	1.14	1.08	-	-	1.08	0.06	0.06
Computers	1.10	-	-	1.10	1.01	0.03	-	1.05	0.05	0.09
Other Assets	0.41	-	-	0.41	0.38	-	-	0.38	0.03	0.03
Total	2.65	-	-	2.65	2.48	0.03	-	2.51	0.14	0.17
Previous Year	2.65	-	-	2.65	2.13	0.35	-	2.48	0.17	

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

9. Non-current investments

Non trade Investments

Sr. No.	Detail of Investment Particulars	As at March 31, 2018			As at March 31, 2017		
		Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs	Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs
A	LONG TERM OTHER THAN TRADE SUBSIDIARY COMPANIES UNQUOTED EQUITY SHARES:						
1	Jindal Holdings Ltd.	16085665	10	6,100.66	16085665	10	6,100.66
2	Brahmputra Capital & Financial Services Ltd.	21337490	10	2,168.79	21337490	10	2,168.79
3	Jindal Steel & Alloys Ltd.	7019860	10	3,501.93	7019860	10	3,501.93
4	Jindal Stainless (Mauritius) Ltd.	10700000	US\$1	4,938.99	10700000	US\$1	4,938.99
				16,710.37			16,710.37
	Less : Provision for Diminution in Investments			(4,938.99)			(4,938.99)
	SUB TOTAL (A)			11,771.38			11,771.38
B	OTHERS						
a)	QUOTED EQUITY SHARES						
1	Jindal Saw Ltd.	53550000	2	304.11	53550000	2	304.11
2	Shalimar Paints Ltd.	1372590	2	135.32	1372590	2	135.32
3	JSW Steel Ltd.	45486370	1	1,986.90	45486370	1	1,986.90
4	Jindal South West Holdings Ltd.	1137145	10	1,182.65	1137145	10	1,182.65
5	JSW Energy Ltd.	370	10	0.01	370	10	0.01
6	Hexa Tradex Limited	10710000	2	19.14	10710000	2	19.14
7	Jindal Stainless (Hisar) Limited	347945	2	5.07	347945	2	5.07
8	Jindal Stainless Limited	347945	2	-	347945	2	-
9	JITF Infralogistics Limited	4304662	2	26.59	4304662	2	26.59
				3,659.79			3,659.79
	Less : Provision for Doubtful Investments			(13.23)			(13.23)
	SUB TOTAL B (a)			3,646.56			3,646.56
b)	UNQUOTED EQUITY SHARES:						
1	Sun Investments Pvt. Ltd.	17000	10	1.70	17000	10	1.70
2	Rohit Tower Building Ltd.	2400	100	2.40	2400	100	2.40
3	Stainless Investments Ltd.	2065000	10	1,149.22	2065000	10	1,149.22
4	Mansarover Investments Ltd.	1085000	10	641.00	1085000	10	641.00
5	Jindal Equipment Leasing and Consultancy Services Ltd.	1539000	10	892.27	1539000	10	892.27
6	Goswamis Credits & Investment Limited	500000	10	50.00	500000	10	50.00
7	Jindal Overseas PTE Ltd.	-	-	-	153000	SGD 1	31.38
8	Saraswat Co. Op. Bank	1000	10	0.10	1000	10	0.10
9	Midland Steel Processors Ltd.	200000	10	10.00	200000	10	10.00
10	PT Jindal Stainless Indonesia	100	US\$ 1	0.05	100	US\$ 1	0.05

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Detail of Investment		As at March 31, 2018			As at March 31, 2017		
Sr. No.	Particulars	Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs	Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs
11	Sonabheel Tea Limited	100	10	0.17	100	10	0.17
12	Groovy Trading Private Limited	10	10	0.94	10	10	0.94
13	Virtuous Tradecorp Pvt. Ltd.	8524	10	0.85	8524	10	0.85
14	Sahyog Holdings Pvt. Limited	8524	10	0.85	8524	10	0.85
15	Danta Enterprises Pvt. Limited	8524	10	0.85	8524	10	0.85
16	OPJ Trading Pvt. Limited	8524	10	0.85	8524	10	0.85
17	Indusglobe Multiventures Private Limited	852	10	0.09	852.00	10	0.09
18	Strata Multiventures Private Limited	852	10	0.09	852.00	10	0.09
19	Radius Multiventures Private Limited	852	10	0.09	852.00	10	0.09
20	Divino Multiventures Private Limited	852	10	0.09	852.00	10	0.09
21	Genova Multisolutions Private Limited	852	10	0.09	852.00	10	0.09
22	Abhinandan Investments Limited	39900	10	3.99	39,900.00	10	3.99
				2,755.69			2,787.07
	Less : Provision for Diminution in Investments			(10.00)			(41.38)
	SUB TOTAL B (b)			2,745.69			2,745.69
C	8% Non Cumulative Redeemable Preference Share						
1	Goswami Credits & Investment Limited	600000	100	600.00	600000	100	600.00
2	Everplus Securities & Finance Limited	920000	100	920.00	920000	100	920.00
3	Renuka Financial Services Limited	400000	100	400.00	400000	100	400.00
	SUB TOTAL (C)			1,920.00			1,920.00
D	7% Cumulative Redeemable Preference Shares						
1	Jindal Petroleum Limited	1917000	100	1,921.53	1917000	100	1,921.53
	SUB TOTAL (D)			1,921.53			1,921.53
E	6% Compulsory Convertible Preference Share						
1	Mansarover Investments Limited	400000	100	400.00	400000	100	400.00
2	Nalwa Investments Limited	100000	100	100.00	100000	100	100.00
	SUB TOTAL (E)			500.00			500.00
F	9% Non Cumulative Non Convertible Redeemable Preference Shares						
1	Everplus Securities & Finance Limited	1841585	100	1,841.60	1841585	100	1,841.60
2	Abhinandan Investments Limited	30000	100	30.00	30000	100	30.00
	SUB TOTAL (F)			1,871.60			1,871.60
G	0.1% Compulsorily Convertible Non-Cumulative Preference Shares						
1	JITF Shipyards Limited	2400000	100	2,400.00	2400000	100	2,400.00
	SUB TOTAL (G)			2,400.00			2,400.00

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Detail of Investment		As at March 31, 2018			As at March 31, 2017		
Sr. No.	Particulars	Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs	Shares/ Deb. (Nos.)	Face & Paidup value per share	Amount ₹ in Lakhs
H	9% Non Cumulative Non Convertible Redeemable Preference Shares						
1	Mansarover Investments Limited	360000	100	360.00	360000	100	360.00
2	Jindal Equipment Leasing and Consultancy Services Ltd.	1978000	100	1,978.00	1978000	100	1,978.00
	SUB TOTAL (H)			2,338.00			2,338.00
I	Zero Coupon Compulsory Convertible Preference Shares						
1	Indusglobe Multiventures Private Limited	85200	10	8.52	85200	10	8.52
2	Strata Multiventures Private Limited	85200	10	8.52	85200	10	8.52
3	Radius Multiventures Private Limited	85200	10	8.52	85200	10	8.52
4	Divino Multiventures Private Limited	85200	10	8.52	85200	10	8.52
5	Genova Multisolutions Private Limited	85200	10	8.52	85200	10	8.52
6	Sahyog Holdings Pvt. Limited	852400	10	-	-	-	-
	SUB TOTAL (I)			42.60			42.60
J	5% Non Cumulative Redeemable Preference Shares						
1	Jagran Developers Private Limited	305000	100	305.00	-	-	-
	SUB TOTAL (J)			305.00			-
	G. TOTAL (A TO J)			29,462.36			29,157.36
	AGGREGATE VALUE OF QUOTED INVESTMENTS			3,646.56			3,646.56
	MARKET VALUE OF QUOTED INVESTMENTS			2,21,594.33			1,55,961.67
	AGGREGATE VALUE OF UNQUOTED INVESTMENTS			25,815.80			25,510.80

Notes

- 3,47,945 (Previous Year 3,47,945) shares of Jindal Stainless Limited have been pledged to the lender of third party.
- During the year, the Company has written-off the cost of investment in Jindal Overseas PTE Limited ("JOPL") in the books of accounts as JOPL has voluntarily filed an application for winding up and consequently, its name has been struck off w.e.f. 5th April 2018.
- During the year the Company has received bonus Compulsory Convertible Preference Shares in the ratio of 1:100 of Sahyog Holdings Private Limited.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

10. Deferred tax assets/(liabilities)

(₹ in Lakhs)

Particulars	As at March 31, 2017	Charged/ (credited)	As at March 31, 2018
Deferred Tax Assets			
Disallowances under Income Tax	1.77	(0.78)	0.99
Provision for doubtful debts	785.77	107.98	893.75
Provision for standard assets	7.30	(1.44)	5.86
Carry forward of capital losses	15.84	-	15.84
Deferred Tax Assets (A)	810.68	105.76	916.44
Deferred Tax Liabilities			
Depreciation as per books and tax	(0.06)	0.02	(0.04)
Deferred Tax Liabilities (B)	(0.06)	0.02	(0.04)
Deferred tax assets/(liabilities) (net) (A-B)	810.74	105.74	916.48

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
11. Trade receivables		
(Unsecured, considered good)		
Outstanding for a period exceeding six months	15.35	43.62
Total trade receivables	15.35	43.62
12. Cash and cash equivalents		
Cash on hand	0.01	0.05
Balances with banks		
- In current account	1,009.09	37.82
Total Cash and cash equivalents	1,009.10	37.87
13. Short-term loans and advances		
a) Loans and advances to related party (Unsecured)		
Considered doubtful	6.73	6.73
Less: Provision for Non-Performing Assets (Refer note no. 33)	(6.73)	(6.73)
	-	-
b) Loans and advances to others (Unsecured)		
Considered good	7,016.10	7,360.25
Considered Doubtful	3,205.88	2,369.85
Less: Provision for Doubtful Debts (Refer note no. 30)	(3,205.88)	(2,369.85)
	7,016.10	7,360.25
c) Other loans and advances		
Advance taxes including TDS receivable (net of provision for tax)	175.18	157.08
Others	13.89	4.81
	189.07	161.89
Total short term loans and advances	7,205.17	7,522.14

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
14. Revenue from operations		
Interest income	471.92	642.76
Dividend on non-current investments	1,538.70	856.41
Profit on sale of mutual funds	-	0.77
Total revenue from operations	2,010.62	1,499.94
15. Other income		
Provision for standard assets written back	1.03	10.22
Total other income	1.03	10.22
16. Employee benefit expenses		
Salary including bonus	79.42	65.38
Contribution to provident fund	2.06	3.07
Total employee benefits expenses	81.48	68.45
17. Finance cost		
Bank and finance charges	0.24	0.02
Total finance cost	0.24	0.02
18. Other expenses		
Rent	0.70	0.70
Legal and professional expenses	8.37	8.47
Auditors' remuneration *	2.47	2.49
Postage and telegrams	6.23	6.88
Printing and stationery	4.09	2.92
Advertisement and publicity expenses	1.68	2.38
Expenses towards Corporate Social Responsibility	14.19	1.50
Miscellaneous expenses	17.92	11.90
Total other expenses	55.65	37.23
* Auditor's remuneration (including applicable taxes)		
As auditor		
Statutory audit fee	2.24	2.19
Tax audit fee	0.12	0.11
Others		
Certification work	0.11	0.19
Total	2.47	2.49
19. Provisions and write offs		
Provisions recognised for non performing assets	836.03	-
Total provisions and write offs	836.03	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

20. Contingent liabilities not provided for

Particulars	As at March 31, 2018 ₹ in Lakhs	As at March 31, 2017 ₹ in Lakhs
For Income Tax matters against which Company has preferred appeal*	770.07	1505.46

* 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.

21. Long-term investments

- Although the fair value of unquoted investments (amount not ascertained) is lower than the cost, considering the strategic and the long-term nature of the investments and the asset base of the investee companies such decline, in the opinion of the management has been considered to be of temporary nature and hence not considered while valuing the same.
- The Company has made long term investment in subsidiary companies of ₹ 8269.45 Lacs and in certain other companies of ₹ 1840.22 Lacs where there is diminution in value of investment. The amount of diminution is not readily ascertainable because of layer effect of accretion/diminution of investment held by those companies. Such diminution in the opinion of the management, being long term strategic investment and future cash flows, is temporary in nature and as such no provision is considered necessary.

- Loans and advances repayable on demand (other than those considered as non-performing assets) includes ₹ 826.37 lakhs (Previous year ₹ 930.50 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.
- 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.
- In the opinion of the Board, value of all assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

25. Employee benefits

As per Accounting Standard 15, "Employees Benefits" (AS-15) the disclosures as required in the said Accounting Standard has given below: -

a) Defined Contribution Plans

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
Contribution to Provident Fund	2.06	3.07

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

b) Defined Benefit Plans

A. Gratuity (unfunded)

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(i) Change in present value of obligation during the year		
Projected Benefit Obligation at the beginning of the year	1.03	3.97
Current service cost	0.68	0.31
Interest cost	0.08	0.30
Actuarial (Gain)/Loss	(0.20)	(3.55)
Benefits paid	-	-
Projected benefit obligation at the end of the year	1.59	1.03

(ii) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current Service Cost	0.68	0.31
Interest Cost	0.08	0.30
Expected Return on plan assets	-	-
Actuarial (Gain)/Loss	(0.20)	(3.55)
Total expenses to be recognised during the year	0.56	(2.94)

(iii) Principal actuarial assumptions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Discount rate	7.75%	7.50%
Future salary increase	5.25 %	5.25 %
Withdrawal Rate	5.00% (18 to 30 Years) 3.00% (30 to 44 Years) 2.00% (44 to 58 Years)	-
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

(iv) Experienced Adjustments

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(Gain)/loss on plan liabilities	(0.21)	-
(Gain)/loss on plan assets	-	-
Net	(0.21)	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

B. Leave encashment (unfunded)

(i) Change in present value of obligation during the year

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Projected Benefit Obligation at the beginning of the year	6.54	1.58
Current service cost	1.73	4.87*
Interest cost	0.51	0.12
Actuarial (Gain)/Loss	(3.42)	0.50
Benefits paid	(3.38)	(0.53)
Projected Benefit Obligation at the end of the year	1.97	6.54

* Transferred ₹ 2.22 lakhs from other company

(ii) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current Service Cost	1.73	4.87
Interest Cost	0.51	0.12
Expected Return on plan assets	-	-
Actuarial (Gain)/Loss	(3.42)	0.50
Total expenses to be recognised during the year	(1.19)	5.48

(iii) Principal actuarial assumptions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Discount rate	7.75 %	7.50%
Future salary increase	5.25 %	5.25%
Withdrawal Rate	5.00% (18 to 30 Years) 3.00% (30 to 44 Years) 2.00% (44 to 58 Years)	-
Mortality	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)

(iv) Experienced Adjustments

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(Gain)/loss on plan liabilities	(3.42)	-
Gain)/loss on plan assets	-	-
Net	(3.42)	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

26. Segment Reporting

The Company is primarily engaged in investment and financing activities. Therefore, considered a single business segment. The Company operates in a single geographic segment i.e within India. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 on "Segment Reporting" has not been made.

27. Disclosures in respect of Micro, Small and Medium Enterprises

- (i) According to the records available with the Company, dues payable to entities that are classified as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 during the year is ₹ Nil (previous year ₹ Nil). Further no interest has been paid or was payable to such parties under the said Act during the year.
- (ii) Due to Micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Company. This has been relied upon by the auditors.

28. Earnings Per Share (EPS)

Earnings per share as given below has been computed in accordance with Accounting Standard 20 'Earnings Per Share (AS-20): -

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Net profit attributable to equity shareholders	1,046.86	1,202.81
Weighted average number of equity shares outstanding	51,36,163	51,36,163
Nominal Value of Equity Shares (₹ per share)	10	10
Earnings Per Share (₹)		
- Basic	20.38	23.42
- Diluted	20.38	23.42

29. 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.

30. Movement of provisions in respect of loan assets during the year

(₹ in Lakhs)			
Particulars	As at April 1, 2017	Created/ (reversed)	As at March 31, 2018
Provision for Standard Assets	22.08	(1.03)	21.05
Provision for Non-Performing Assets	2,376.58	836.03	3,212.61

31. Related Party Disclosures in accordance with Accounting Standard -18

a) Names of related parties and nature of relationship

(i) Subsidiaries

Jindal Holdings Limited
Jindal Steel & Alloys Limited
Jindal Stainless (Mauritius) Limited
Brahmputra Capital & Financial Services Ltd.
Massillon Stainless Inc. U.S.A.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(ii) Key Managerial Personnel (KMP)

Sh. Rakesh Kumar Garg	Executive Director & C.E.O. (w.e.f. 17th October 2017)
Sh. M. P. Gupta	Chief Financial Officer (up to 31st July 2017)
Sh. Deepak Garg	Chief Financial Officer (w.e.f. 17th October 2017)
Sh. Mahender Kumar Goel	Executive Director (up to 31st May 2016)
Sh. Suresh Jindal	Executive Director & C.E.O. (w.e.f. 1st July 2016 and up to 30th September 2017)
Sh. Raghav Sharma	Company Secretary

(iii) Relatives of Key Managerial Personnel

Smt. Sunita Gupta w/o Sh. M. P. Gupta
Smt. Sneha Garg w/o Sh. Rakesh Kumar Garg
Smt. Sunita Goel w/o Sh. Mahender Kumar Goel

(b) Transactions during the year: -

(₹ in Lakhs)

Particulars	Subsidiaries	Key Management Personnel	Relatives of KMP	Total Amount
Remuneration Paid				
Sh. M. P. Gupta	-	17.66	-	17.66
	-	(39.11)	-	(39.11)
Sh. Deepak Garg	-	6.37	-	6.37
	-	-	-	-
Sh. Rakesh Kumar Garg	-	29.12	-	29.12
	-	-	-	-
Sh. Mahender Kumar Goel	-	-	-	-
	-	(3.01)	-	(3.01)
Sh. Suresh Jindal	-	16.54	-	16.54
	-	(12.88)	-	(12.88)
Sh. Raghav Sharma	-	4.43	-	4.43
	-	(3.15)	-	(3.15)
Lease rent paid				
Smt. Sunita Gupta	-	-	1.00	1.00
	-	-	(2.22)	(2.22)
Smt. Sneha Garg	-	-	2.59	2.59
	-	-	-	-
Smt. Sunita Goel	-	-	-	-
	-	-	(0.26)	(0.26)
Unsecured Loan given				
Brahmaputra Capital & Financial Services Ltd.	-	-	-	-
	(4.00)	-	-	(4.00)
Unsecured Loan received back				
Brahmaputra Capital & Financial Services Ltd.	-	-	-	-
	(554.38)	-	-	(554.38)
Interest on loan received				
Brahmaputra Capital & Financial Services Ltd.	-	-	-	-
	(36.19)	-	-	(36.19)

* Figures in the bracket represents previous year amount

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(c) Balances outstanding at the year end: -

(₹ in Lakhs)

Particulars	Subsidiaries	Key Management Personnel	Relatives of KMP	Total Amount
Loan receivable				
Jindal Stainless (Mauritius) Limited	6.73 (6.73)	- -	- -	6.73 (6.73)
Investments in equity shares				
Jindal Holdings Limited	6100.66 (6100.66)	- -	- -	6100.66 (6100.66)
Jindal Steel and Alloys Limited	3,501.93 (3,501.93)	- -	- -	3,501.93 (3,501.93)
Jindal Stainless (Mauritius) Limited	4,938.99 (4,938.99)	- -	- -	4,938.99 (4,938.99)
Brahmputra Capital & Financial Services Ltd.	2,168.79 (2,168.79)	- -	- -	2,168.79 (2,168.79)
Provisions for NPA/ diminution of investments				
Jindal Stainless (Mauritius) Limited	6.73 (6.73)	- -	- -	6.73 (6.73)
Jindal Stainless (Mauritius) Limited	4,938.99 (4,938.99)	- -	- -	4,938.99 (4,938.99)

* Figures in the bracket represents previous year amounts.

32. 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, 2018	Year Ended March 31, 2017
Livelihood enhancement projects	14.19	1.50
Total	14.19	1.50

33. 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)

Particulars	Outstanding amount at the year ended		Maximum amount outstanding during the year	
	31-03-2018	31-03-2017	31-03-2018	31-03-2017
(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 for ₹ 6.73 lakhs (Previous year ₹ 6.73 lakhs) and consequentially no interest has been provided for in the books of account.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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

(₹ in Lakhs)

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		10,228.71
(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		3,646.56
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of Mutual Funds		-
(iv) Government Securities		-
(v) Others		-
2. Unquoted		
(i) Shares: (a) Equity		14,517.07
(b) Preference		-
(ii) Debentures and Bonds		-
(iii) Units of Mutual Funds		-
(iv) Government Securities		-
(v) Cumulative Redeemable Preference Share		2,421.53
(vi) Non-Cumulative Redeemable Preference Shares		8,877.20

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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

(₹ in Lakhs)

Particulars	Amount Net of Provisions		
	Secured	Unsecured	Total
(5) Borrower group-wise classification of assets financed as in (2) and (3) above:			
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	5,904.14	5,904.14
(c) Other related parties	-	-	-
2. Other than related parties	-	1,111.96	1,111.96
Total	-	7,016.10	7,016.10

(₹ in Lakhs)

(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	13,565.85	11,771.38
(b) Companies in the same group	2,31,594.66	17,690.88
(c) Other related parties	-	-
2. Other than related parties	0.10	0.10
Total	245,160.61	29,462.36

(₹ in Lakhs)

(7) Other Information	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	3,157.95
(b) Other than related parties	54.66
(i) Net Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

Note:-

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 .
- 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.
- 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.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2018****35. Prior Year Comparatives**

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

As per our report of even date attached

For and on behalf of the Board of Directors

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

Vardhman Doogar

Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018

Rajinder Parkash Jindal

Director
DIN: 00004594

Deepak Garg

Chief Financial Officer

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00038580

Raghav Sharma

Company Secretary
Membership No.40181

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Statement containing salient features of the financial statement of Subsidiaries/Joint Ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Form AOC - I

Part "A": Subsidiaries

(₹ in Lakhs)

Subsidiary Companies						
Sr. No.	Particulars	Bharmputra Capital & Financial Services Limited	Jindal Holdings Limited	Jindal Steel Alloys Limited	Jindal Stainless (Mauritius) Limited	Massillon Stainless Inc.
1	Capital	4,259.00	1,849.98	702.00	6,959.72 USD 1,07,00,000.00	3,066.18 USD 47,14,000.00
2	Reserves	(960.21)	708.75	8,986.54	(7,065.57) USD (1,08,62,733.00)	(12,671.95) USD (1,94,82,085.10)
3	Total Assets	3,639.88	4,186.75	9,689.45	8.10 USD 12,456.00	237.32 USD 3,64,856.61
4	Total Liabilities (Outside)	341.09	1,628.02	0.91	113.95 USD 1,75,189.00	9,843.09 USD 1,51,32,941.71
5	Investments	-	3,950.37	1,879.00	- USD 1.00	- USD -
6	Turnover/Total Income	29.31	13.29	1,574.77	- USD -	- USD -
7	Profit/(Loss) before Taxation	(303.21)	(166.59)	730.46	(12.67) USD (19,508.00)	- USD -
8	Provision for Taxation	4.85	2.18	204.48	- USD -	- USD -
9	Profit/(Loss) after Taxation	(308.06)	(168.77)	525.98	(12.67) USD (19,508.00)	- USD -
10	Proposed Dividend	-	-	-	- USD -	- USD -

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To the Members of Nalwa Sons Investments Limited

Report on the consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nalwa Sons Investments Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's responsibility for the consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group 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 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 consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidences obtained by us and through other auditors in terms of reliance on their report referred to in sub-paragraph (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018 and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matters

- (i) We draw attention to the following matter in Note No. 40 to the consolidated financial statements wherein the Group has made long term investments in certain companies of ₹4,543.08 Lakhs where there is diminution in value of investments. The amount of diminution is not readily ascertainable because of layer effect of accretion/diminution of investments held by those Companies. Such diminution in the opinion of the management, being long term strategic investment and future cash flows, is temporary in nature and as such no provision is considered necessary.

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

- (ii) Further we draw our attention to Note No. 42 to the consolidated financial statements where the management has material uncertainty about the going concern assumption for the subsidiary Company 'Massilon Stainless Inc.'

Our opinion is not modified in respect of these matters.

Other Matters

- (a) The consolidated financial statements of the Group for the year ended March 31, 2017 were audited by predecessor auditor who vide their report dated May 29, 2017 expressed an unmodified opinion with Emphasis of Matter Paragraph on those consolidated financial statements.
- (b) We did not audit the financial statements of four subsidiary companies whose financial statements reflect total assets of ₹ 13,241.65 Lakhs as at March 31, 2018, total revenues of ₹ 1,595.05 Lakhs and total net loss after tax of ₹ 30.13 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 these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, 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 statements certified by the Management.

Report on Other legal and regulatory requirements

1. As required by Section 143 (3) of the Act, 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 the consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors;
 - c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and the consolidated Cash Flow Statement 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 Accounting Standards 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 of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiaries incorporated in India, none of the directors of the Holding Company and its subsidiaries incorporated in India is disqualified as on March 31, 2018 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 Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure" to this report.
 - g) With respect to the other matters to be included in the Auditor's 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:

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note no. 32 to the consolidated financial statements;
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There was no amount payable which was required to be transferred by the Group to the Investor Education and Protection Fund.

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

Vardhman Doogar
Partner
Membership No.517347

Place: - Hisar
Date: - May 29, 2018

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section in our report of even date attached)

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

In conjunction with our audit of the consolidated financial statements of the 'Nalwa Sons Investments Limited' as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of the Nalwa Sons Investments Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. 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 respective 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidences obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 financial statements.

CONSOLIDATED INDEPENDENT AUDITORS' REPORT**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 to future periods are subject to the risk that the internal financial control over financial reporting 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, the Holding Company and its subsidiary companies, incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

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

Vardhman Doogar
Partner
Membership No.517347

Place: - Hisar
Date: - May 29, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018**(₹ in Lakhs)**

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	3	513.62	513.62
(b) Reserves and surplus	4	36,496.94	35,368.98
Minority Interest		2,790.17	3,083.36
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	3,267.91	3,243.95
(b) Long term provisions	6	3.44	1.24
(3) Current Liabilities			
(a) Trade payables	7	948.84	945.85
(b) Other current liabilities	8	215.29	219.92
(c) Short-term provisions	9	29.39	38.08
TOTAL EQUITY AND LIABILITIES		44,265.60	43,415.00
II. ASSETS			
(1) Non-current assets			
(a) Property, plant & equipment	10	0.14	0.17
(b) Non-current investments	11	23,520.34	23,215.34
(c) Deferred tax assets (net)	12	916.48	810.74
(d) Long term loans and advances	13	7,066.20	6,698.20
(2) Current assets			
(a) Inventories	14	196.98	422.19
(b) Trade receivables	15	252.67	280.19
(c) Cash and cash equivalents	16	1,058.92	91.33
(d) Short-term loans and advances	17	11,252.76	11,895.87
(e) Other current assets	18	1.11	0.97
TOTAL ASSETS		44,265.60	43,415.00
<i>See accompanying Notes forming part of the financial statements</i>		<i>1 to 44</i>	

As per our report of even date attached

For and on behalf of the Board of Directors

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

Rajinder Parkash Jindal
Director
DIN: 00004594

Rakesh Kumar Garg
Executive Director & CEO
DIN: 00038580

Vardhman Doogar
Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018

Deepak Garg
Chief Financial Officer

Raghav Sharma
Company Secretary
Membership No.40181

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2018**(₹ in Lakhs)**

Particulars	Note No.	Year Ended March 31, 2018	Year Ended March 31, 2017
I. Revenue from operations	19	3,618.44	3,385.91
II. Other Income	20	10.58	23.83
III. Total Revenue (I + II)		3,629.02	3,409.74
IV. Expenses:			
Purchase of stock in trade	21	820.52	903.90
Changes in inventories of stock-in-trade	22	225.21	142.53
Employees benefits expense	23	85.25	69.66
Finance costs	24	2.61	2.24
Depreciation and amortisation expense	10	0.03	0.35
Other expenses	25	99.88	69.07
Provision and write offs	26	1,344.72	8.54
Total Expenses		2,578.22	1,196.29
V. Profit before tax (III - IV)		1,050.80	2,213.45
VI. Tax expense:			
Current tax		308.63	404.54
Deferred tax		(105.74)	3.38
Previous year tax adjustment		(0.02)	0.40
Mat credit entitlement		-	0.13
Total Tax expense		202.87	408.45
VII. Profit for the year (V-VI)		847.93	1,805.00
Add: Minority Interest in Statement of Profit & Loss		293.19	67.71
Profit after tax and Minority Interest		1,141.12	1,872.71
VIII. Earning per equity share (Face value ₹ 10/- each):	29		
Basic		22.22	36.46
Diluted		22.22	36.46
<i>See accompanying Notes forming part of the financial statements</i>		<i>1 to 44</i>	

As per our report of even date attached

For and on behalf of the Board of Directors**For Doogar & Associates**Chartered Accountants
Firm's Reg. No. 000561N**Rajinder Parkash Jindal**Director
DIN: 00004594**Rakesh Kumar Garg**Executive Director & CEO
DIN: 00038580**Vardhman Doogar**Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018**Deepak Garg**

Chief Financial Officer

Raghav SharmaCompany Secretary
Membership No.40181

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**(₹ in Lakhs)**

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
A) Cash flows from operating activities		
Net profit before tax	1,050.80	2,213.45
Adjustments for :-		
Depreciation	0.03	0.35
Translation exchange difference (net)	(13.16)	95.49
Provision for standard assets	7.61	8.54
Provision for doubtful debts	1,344.72	-
Provisions written back	(10.08)	(20.23)
Interest on loan	2.61	2.24
Profit on sale of mutual funds	-	(0.77)
Operating profit before working capital changes	2,382.53	2,299.07
Adjustments for :-		
(Increase)/decrease in trade receivables	27.53	456.45
(Increase)/decrease in inventories	225.22	-
(Increase)/decrease in other current assets	(0.14)	142.59
Increase/(decrease) current liabilities and provisions	(8.12)	(44.02)
Cash generated from operations	2,627.02	-
Income tax paid	(387.18)	(409.11)
Net cash inflows from operating activities	2,239.84	2,444.99
B) Cash inflow/(Outflow) from investment activities		
Purchase of non-current investments	(305.00)	(3,601.79)
Sale/(Purchase) of Current Investments (Net)	-	50.00
Loans and Advances (Net)	(988.59)	957.69
Net Cash Inflow/(Outflow) from Investment Activities	(1,293.59)	(2,594.10)
C) Cash flows from financing activities		
Interest Paid	(2.61)	(2.24)
Long term Loans repaid/ taken (net)	23.95	(64.28)
Net Cash Inflow/(Outflow) from financing activities	21.34	(66.52)
Net Changes in Cash & cash equivalents (A+B+C)	967.59	(215.63)
Cash and cash equivalents at the beginning of the year	91.33	306.96
Cash and cash equivalents at the end of the year	1,058.92	91.33

Notes: -

1. This statement has been prepared as per Indirect Method under Accounting Standard 3 'Cash flow statements'.
2. Refer note no. 16 for components of cash and cash equivalents.

As per our report of even date attached

For and on behalf of the Board of Directors**For Doogar & Associates**Chartered Accountants
Firm's Reg. No. 000561N**Rajinder Parkash Jindal**Director
DIN: 00004594**Rakesh Kumar Garg**Executive Director & CEO
DIN: 00038580**Vardhman Doogar**Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018**Deepak Garg**

Chief Financial Officer

Raghav SharmaCompany Secretary
Membership No.40181

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1) Basis of Preparation and Presentation

a) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The Company follows the prudential norms for income recognition, asset classification and provisioning as prescribed by the Reserve Bank of India (RBI) for Non-Systemically Important Non-deposit taking Non-Banking Finance Companies (NBFC-ND-NSI).

b) Principles of Consolidation

The Consolidated Financial Statements relate to Nalwa Sons Investments Limited and its subsidiaries (hereinafter collectively referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

- i) The Consolidated Financial Statements of the Group have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating material intra-group balances and intra-group transactions and resulting in unrealised profits or losses, unless cost cannot be recovered.
- ii) The Financial Statements of the Subsidiaries in the Consolidation are drawn up to the same reporting date as that of the company i.e. March 31, 2018.
- iii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- iv) Minority Interest in the Net Assets of the Consolidated Subsidiaries consists of:
 - a) The amount of equity attributable to Minorities at the date on which the investment in the Subsidiary is made; and
 - b) The Minorities' share of movements in Equity since the date the Parent Subsidiary relationship came into existence.
- v) Minority Interest share in the Net Profit for the year of the Consolidated Subsidiaries is identified and adjusted against the Profit After Tax of the Group.

c) Particulars of Consolidation

The financial statements of the following subsidiaries have been considered for the purpose of consolidation: -

Name of the Company	Country of Incorporation	% Shareholding/ Voting Power	
		As at March 31, 2018	As at March 31, 2017
Jindal Steels & Alloys Ltd. (JSAL)	India	99.99%	99.99%
Jindal Holdings Ltd. (JHL)	India	86.95%	86.95%
Massillon Stainless Inc. (MSI) – through JSML	USA	45.63% / 61%*	45.63% / 61%*
Jindal Stainless (Mauritius) Ltd. (JSML) #	Mauritius	100%	100%
Brahmaputra Capital & Financial Services Ltd (BCFL)	India	50.10%	50.10%

* Represents voting power

Un-audited financial statements have been considered for the purpose of consolidation

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2018****2) Significant accounting policies****a) Use of estimates**

Preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised prospectively in the periods in which the results are known.

b) Revenue recognition**(i) Interest Income**

Interest Income on loans and advances given by the Company is recognised on accrual basis. However, interest on Non-Performing Accounts (NPA) is recognised only when it is actually realised.

(ii) 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.

(iii) Sale of goods

Revenue from sale of goods is recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales excludes Goods and Service Tax (GST).

(iv) Commodity future contracts

Net mark to market gain/loss arising from settlement/ expiry of the commodity future contracts are recognised in the Statement of Profit and Loss.

c) Property, plant and equipment and depreciation

Property, plant and equipment are stated at their cost of acquisition less accumulated depreciation. Cost comprises of all cost, net of income (if any), incurred to bring the assets to their present location and working condition and other related overheads till such assets are ready for intended use.

Depreciation on property, plant and equipment of the Group is provided on Straight Line Method at the rates specified in Schedule II to the Companies Act, 2013, as amended up to date or at the rates calculated to write off 95% of the value of the assets over the remaining useful life of the assets, as determined by the management.

d) Investments

Long term investments are stated at cost. When there is a decline other than temporary in their value, the carrying amount is reduced on an individual investment basis and decline is charged to the Statement of Profit and Loss. Appropriate adjustment is made in carrying cost of investment in case of subsequent rise in value of investments. Costs of investments include acquisition charges such as brokerage, fees and duties.

e) Loans and advances

Loans and advances are classified in accordance with the prudential norms prescribed by the Reserve Bank of India and accordingly provision for standard assets and Non-Performing assets are made in accordance with these prudential norms, as amended time to time, by the Reserve Bank of India.

f) Retirement and other benefits**(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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(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) Income Tax

Income tax expense comprises current and deferred taxes. Current income taxes are determined based on respective taxable income of each taxable entity and tax rules applicable for respective tax jurisdictions.

Deferred tax is recognised on timing differences, being the difference between the taxable income and the accounting income, that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

h) Foreign Currency Transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at year end rate. The difference in translation of Monetary assets and liabilities and realized gains and losses on foreign exchange transaction are recognized in profit and loss account.

Foreign currency gain/loss relating to translation of net investment in non-integral foreign operations is recognized in the foreign currency translation reserve.

i) Cash and cash equivalents

The Cash and cash equivalent in the balance sheet comprise balance with banks and cash on hand and short-term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.

j) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value.

k) Provisions and Contingencies

A provision is recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. 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 non-occurrence 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. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
3. Share Capital		
Authorized		
1,50,00,000 equity shares of ₹ 10/- each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and fully paid-up		
51,36,163 equity shares of ₹ 10/- each	513.62	513.62
Total share capital	513.62	513.62
(a) Reconciliation of the number of shares outstanding		
Equity shares		
Shares outstanding as at the beginning of the year	51,36,163	51,36,163
Shares outstanding as at the end of the year	51,36,163	51,36,163

(b) Details of shareholders holding more than 5% shares in the company:

	As at March 31, 2018		As at March 31, 2017	
Name of Shareholders	No. of Shares	% of holding	No of Shares	% of holding
Keswani Hareesh	2,88,718	5.62	2,88,566	5.62
Danta Enterprises Private Limited	5,71,386	11.12	5,71,386	11.12
Sahyog Holdings Private Limited	100	-	5,71,386	11.12
Genova Multisolutions Private Limited	5,71,286	11.12	-	11.12
Virtuous Tradecorp Private Limited	5,71,385	11.12	5,71,385	-
OPJ Trading Private limited	5,71,386	11.12	5,71,386	11.12
IL AND FS Trust Co. Ltd.	5,23,972	10.20	4,40,721	8.58
Total	30,98,233	60.30	30,14,830	58.68

(c) Terms/Rights attached to equity shares

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

		(₹ in Lakhs)	
Particulars	As at March 31, 2018	As at March 31, 2017	
4. Reserves and Surplus			
a) Securities premium account			
Opening balance	3,004.20	3,004.20	
Closing balance	3,004.20	3,004.20	
b) General reserve			
Opening balance	7,693.28	7,693.28	
Closing balance	7,693.28	7,693.28	
c) Capital reserve			
Demerger Account as per scheme of Arrangement and Demerger	17,276.90	17,276.90	
Closing Balance	17,276.90	17,276.90	
d) Capital Reserve on consolidation			
Opening balance	326.55	326.55	
Closing Balance	326.55	326.55	
e) Foreign Currency Translation Reserve			
Opening balance	(1,235.09)	(1,330.58)	
Add: created during the year	(13.16)	95.49	
Closing Balance	(1,248.25)	(1,235.09)	
f) Statutory Reserve created under Section 45-IC of the RBI Act, 1934			
Opening balance	3,177.49	2,936.42	
Add: Transferred from Surplus in Statement of Profit and Loss	209.31	241.07	
Closing Balance	3,386.80	3,177.49	
g) Surplus in Statement of Profit and Loss			
Opening balance	5,125.65	3,494.01	
Add: Profit during the year	1,141.12	1,872.71	
Less: Transferred to Statutory reserve	(209.31)	(241.07)	
Closing balance	6,057.46	5,125.65	
Total Reserves and Surplus	36,496.94	35,368.98	
5. Long-term borrowings			
Unsecured			
Working capital revolving facility from shareholders	3,089.59	3,079.83	
From others	178.32	164.12	
Total long-term borrowings	3,267.91	3,243.95	

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
6. Long-term provisions		
Provision for gratuity	1.56	1.03
Provision for leave encashment	1.88	0.21
Total long-term provisions	3.44	1.24
7. Trade payables		
Due to micro and small enterprises*	-	-
Due to others	948.84	945.85
Total trade payables	948.84	945.85
* There are no Micro and Small Enterprises, to whom the Company owes dues as at 31st March, 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006, has been determined to the extent such Parties have identified on the basis of information available with the Company.		
8. Other- current liabilities		
a) Interest accrued and due	1.09	1.09
b) Other payables		
Statutory dues	4.17	3.47
Dues to employees	3.32	4.91
Other outstanding liabilities	206.71	210.45
Total other current liabilities	215.29	219.92
9. Short-term provisions		
a) Provision for employee benefits		
Provision for gratuity	0.04	0.01
Provision for leave encashment	0.09	6.33
b) Other provisions		
Provision for Standard Assets (Refer note no. 39)	29.26	31.74
Total short term provisions	29.39	38.08

10. Property, plant & equipment

(₹ in Lakhs)

Particulars	Gross Block				Depreciation			Net Block	
	As on April 1, 2017	Additions during the year	Deduction during the year	As on March 31, 2018	As on April 1, 2017	Charged during the year	As on March 31, 2018	As on March 31, 2018	As on March 31, 2017
Furniture and fixtures	1.14	-	-	1.14	1.08	-	1.08	0.06	0.06
Other assets	0.41	-	-	0.41	0.38	-	0.38	0.03	0.03
Computers	1.10	-	-	1.10	1.02	0.03	1.05	0.05	0.08
Total	2.65	-	-	2.65	2.48	0.03	2.51	0.14	0.17
Previous Year	2.65	-	-	2.65	2.13	0.35	2.48	0.17	

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

11. Non-current investments

Sr. No.	Particulars	As at March 31, 2018			As at March 31, 2017		
		No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)	No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)
A	LONG TERM-OTHER THAN TRADE QUOTED EQUITY SHARES						
1	Jindal Saw Ltd.	53550000	2	304.11	53550000	2	330.70
2	JITF Infralogistics Limited	4304662	2	26.59	-	-	-
3	Shalimar Paints Ltd.	1372590	2	135.32	1372590	2	135.32
4	JSW Steel Ltd.	45486370	1	1986.90	45486370	1	1,986.90
5	JSW Holdings Ltd.	1137145	10	1182.65	1137145	10	1,182.65
6	JSW Energy Ltd.	370	10	0.01	370	10	0.01
7	Hexa Tradex Limited	10710000	2	19.14	10710000	2	19.14
8	Jindal Stainless Limited	347945	2	-	347945	2	-
9	Jindal Stainless (Hisar) Limited	347945	2	5.07	347945	2	5.07
				3659.79			3,659.79
	Less : Provision for Doubtful Investments			(13.23)			(13.23)
	SUB TOTAL A(I)			3646.56			3,646.56
II	UNQUOTED EQUITY SHARES						
1	Sun Investments Pvt. Ltd.	17000	10	1.70	17000	10	1.70
2	Rohit Tower Building Ltd.	2400	100	2.40	2400	100	2.40
3	Stainless Investments Ltd.	2065000	10	1149.22	2065000	10	1,149.22
4	Mansarover Investments Ltd.	1385000	10	851.00	1385000	10	851.00
5	Jindal Equipment Leasing and Consultancy Services Ltd.	20,39,000	10	1242.26	2039000	10.00	1,242.26
6	Jindal Overseas PTE Ltd. (refer note 2 below)	-	-	-	306000	SGD 1	36.26
7	Saraswat Co. Op. Bank	1000	10	0.10	1000	10	0.10
8	Midland Steel Processors Ltd.	200000	10	10.00	200000	10	10.00
9	PT Jindal Stainless Indonesia	100	US\$ 1	0.05	100	US\$ 1	0.05
10	Sonabheel Tea Limited	100	10	0.17	100	10	0.17
11	Groovy Trading Private Limited	10	10	0.94	10	10	0.94
12	Virtuous Tradecorp Pvt. Ltd.	8524	10	0.85	8524	10	0.85
13	Sahyog Tradecorp Pvt. Limited	8524	10	0.85	8524	10	0.85
14	Danta Enterprises Pvt. Limited	8524	10	0.85	8524	10	0.85
15	OPJ Trading Pvt. Limited	8524	10	0.85	8524	10	0.85
16	Goswamis Credit & Investments Limited	2100000	10	210.00	2100000	10	210.00

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2018**

Sr. No.	Particulars	As at March 31, 2018			As at March 31, 2017		
		No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)	No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)
17	Renuka Financial Services Limited	2500000	10	250.00	2500000	10	250.00
18	Manjula Finances Limited	1400000	10	140.00	1400000	10	140.00
19	Everplus Securities & Finance Limited	1750000	10	175.00	1750000	10	175.00
20	Vrindavan Services Pvt. Ltd.	710000	10	426.00	710000	10	426.00
21	Wachovia Investments Pvt. Ltd.	77505	100	77.50	77505	100	77.50
22	Aras Overseas Pvt. Ltd.	82500	100	82.50	82500	100	82.50
23	Baltimore Trading Pvt. Ltd.	119600	100	119.60	119600	100	119.60
24	Musuko Trading Pvt. Ltd.	150225	100	150.23	150225	100	150.23
25	Kamshet Investments Pvt. Ltd.	173300	100	173.30	173300	100	173.30
26	Indusglobe Multiventures Private Limited	852	10	0.09	852.00	10.00	0.09
27	Strata Multiventures Private Limited	852	10	0.09	852.00	10.00	0.09
28	Radius Multiventures Private Limited	852	10	0.09	852.00	10.00	0.09
29	Divino Multiventures Private Limited	852	10	0.09	852.00	10.00	0.09
30	Genova Multisolutions Private Limited	852	10	0.09	852.00	10.00	0.09
31	Abhinandan Investments Limited	39900	10	3.99	39,900.00	10.00	3.99
				5,069.81			5,106.07
	Less:			(10.00)			(46.26)
	Provision for Diminution in value of Investment						
	SUB TOTAL A (II)			5059.81			5,059.81
B	8% REDEEMABLE NON CUMULATIVE NON CONVERTIBLE PREFERENCE SHARES :						
1	Baltimore Trading Pvt Limited	140000	100	140.00	140000	100	140.00
2	Vrindavan Services Pvt Limited	1990000	10	199.00	1990000	10	199.00
3	Musuko Trading Pvt Limited	190000	100	190.00	190000	100	190.00
4	JSW Investments Pvt Limited	13500000	10	1350.00	13500000	10	1,350.00
	SUB TOTAL (B)			1879.00			1879.00

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2018**

Sr. No.	Particulars	As at March 31, 2018			As at March 31, 2017		
		No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)	No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)
C	8% NON CUMULATIVE REDEEMABLE PREFERENCE SHARES						
1	Goswamis Credit & Investments Limited	600000	100	600.00	600000	100	600.00
2	Everplus Securities & Finance Limited	920000	100	920.00	920000	100	920.00
3	Renuka Financial Services Limited	1090000	100	1090.00	1090000	100	1,090.00
4	Manjula Finances Limited	600000	100	600.00	600000	100	600.00
	SUB TOTAL (C)			3210.00			3,210.00
D	6% Compulsory Convertible Preference Share						
1	Mansarover Investments Limited	400000	100	400.00	400000	100.00	400.00
2	Nalwa Investments Limited	100000	100	100.00	100000	100.00	100.00
	SUB TOTAL (D)			500.00			500.00
E	7% CUMULATIVE REDEEMABLE PREFERENCE SHARES						
1	Jindal Petroleum Limited	1995680	100	2000.40	1995680	100	2,000.40
	Sub Total (E)			2000.40			2,000.40
F	1% NON CUMULATIVE REDEEMABLE PREFERENCE SHARES						
1	Manjula Finances Limited	47000	100	47.12	47000	100.00	47.12
2	Renuka Financial Services Limited	100000	100	100.25	100000	100.00	100.25
	Sub Total (F)			147.37			147.37
G	9% Non Cumulative Non Convertible Redemable Preference Shares						
1	Everplus Securities & Finance Limited	1841585	100	1841.60	1841585	100.00	1,841.60
2	Abhinandan Investments Limited	30000	100	30.00	30000	100.00	30.00
3	Mansarover Investments Limited	360000	100	360.00	360000	100.00	360.00
4	Jindal Equipment Leasing and Consultancy Services Ltd.	2098000	100	2098.00	2098000	100.00	2,098.00
	Sub Total (G)			4329.60			4329.60

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Sr. No.	Particulars	As at March 31, 2018			As at March 31, 2017		
		No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)	No. of Shares	Face & Paid Up value per Share	Amount (₹ In Lacs)
H	0.1% Compulsorily Convertible non-Cumulative Preference Shares						
1	JITF Shipyards Limited	2400000	100	2400.00	2400000	100	2,400.00
	Sub Total (H)			2400.00			2,400.00
I	Zero Coupon Complusory Convertible Preference Shares						
1	Indusglobe Multiventures Private Limited	85200	10	8.52	85200	10	8.52
2	Strata Multiventures Private Limited	85200	10	8.52	85200	10	8.52
3	Radius Multiventures Private Limited	85200	10	8.52	85200	10	8.52
4	Divino Multiventures Private Limited	85200	10	8.52	85200	10	8.52
5	Genova Multisolutions Private Limited	85200	10	8.52	85200	10	8.52
6	Sahyog Holdings Private Limited	852400	10	-	-		-
	Sub Total (I)			42.60			42.60
J	5% Non Cumulative Redeemable Preference Shares						
1	Jagran Developers Private Limited	305000	100	305.00	-	-	-
	SUB TOTAL (J)			305.00			-
	Total Non Current Investments			23,520.34			23,215.34
	Market Value of Quoted Investment			2,21,594.33			1,55,961.67
	Aggregate amount of unquoted investments			19,568.78			19,568.78

- 3,47,945 (Previous Year 3,47,945) shares of Jindal Stainless Limited have been pledged to the lender of Jindal Stainless Limited.
- During the year, the Group has written-off the cost of investment in Jindal Overseas PTE Limited ("JOPL") in the books of accounts as JOPL has voluntarily filed an application for winding up and consequently, its name has been struck off w.e.f. 5th April 2018.
- The Group has received bonus Compulsory Convertible Preference Shares in the ratio of 1:100 of Sahyog Holdings Private Limited.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
12. Deferred tax assets (net)		
A) Deferred tax liability		
Difference between book and tax depreciation	(0.04)	(0.06)
Total Deferred Tax Liability (A)	(0.04)	(0.06)
B) Deferred Tax Assets		
1 Disallowance under Income Tax Act, 1961	0.99	1.77
2 Provision for doubtful debts and advances	893.75	785.77
3 Provision for standard and Sub standard assets	5.86	7.30
4 Carried forward of losses	15.84	15.84
Total Deferred Tax Assets-(B)	916.44	810.68
Deferred tax assets (net) (B-A)	916.48	810.74
13. Long term loans and advances		
Loan to Body Corporates		
- Unsecured, considered good	7,066.20	6,698.20
- Considered doubtful	570.53	570.53
Less: Provision for doubtful debts	(570.53)	(570.53)
Total Long-term loans and advances	7,066.20	6,698.20
14. Inventories		
(As taken, valued and certified by management)		
(at lower of cost and book value unless otherwise stated)		
Stock In Trade- Shares/ Debentures	422.19	564.72
Less : Provision for depletions of stock	225.21	142.53
Total Inventories	196.98	422.19
15. Trade receivables		
Unsecured, considered good		
Outstanding for more than six Months	252.67	280.19
Total trade receivables	252.67	280.19
16. Cash and cash equivalents		
Cash on hand	0.16	0.55
Balances with banks		
- In current accounts	1,058.76	90.78
Total cash and cash equivalents	1,058.92	91.33

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
17. Short-term loans and advances		
a) Loans to body corporates		
- Unsecured, considered good	10,261.99	11,149.40
- Considered doubtful	3,714.57	2,369.85
Less: Provision for doubtful debts	(3,714.57)	(2,369.85)
	10,261.99	11,149.40
b) Other loans and advances		
Interest accrued on loans	623.31	467.96
Prepaid taxes (net of provisions)	351.80	273.24
Other receivables	15.66	5.27
	990.77	746.47
Total short term loans and advances (a+b)	11,252.76	11,895.87
18. Other current assets		
Other receivable	1.11	0.97
Total other current assets	1.11	0.97
19. Revenue from operations		
a) Interest Income	1,255.40	1,213.92
b) Dividend on non-current investments	1,538.70	856.41
c) Income from consultancy	-	47.50
d) Sales of steel products*	778.05	883.58
e) Net Gain/ (loss) on sale of mutual funds	-	0.77
f) Premium on redemption of preference shares	-	360.00
g) Mark to Market Gain	46.29	23.73
Total Revenue from operations	3,618.44	3,385.91
* Includes sale of silver (Previous Year: TMT bars and silver)		
20. Other income		
a) Provision for standard assets written back	10.08	20.23
b) Miscellaneous income	0.50	3.60
Total Other Income	10.58	23.83
21. Purchases of stock-in-trade		
a) Purchase of TMT Bar	-	463.20
b) Purchase of Silver	820.52	440.70
Total Purchase of stock in Trade	820.52	903.90

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

		(₹ in Lakhs)
Particulars	As at March 31, 2018	As at March 31, 2017
22. Changes in inventories of stock-in-trade		
Opening Stock		
- Equity Shares and debentures	422.19	564.72
	422.19	564.72
Closing Stock		
- Equity Shares and debentures	196.98	422.19
	196.98	422.19
Net (increase)/ decrease in stock-in-trade	225.21	142.53
23. Employee benefit expenses		
Salary and wages	83.19	66.59
Contribution to provident and other fund	2.06	3.07
Total Employee benefit expenses	85.25	69.66
24. Finance costs		
Interest on loan	2.61	2.24
Total finance costs	2.61	2.24
25. Other expenses		
Rent	1.10	1.09
Rates and taxes	1.44	1.43
Legal and professional	17.85	14.42
Auditors' Remuneration*	4.98	5.91
Postage and Telephone	6.23	6.87
Printing and Stationery	4.13	2.92
Advertisement	1.68	2.38
Selling expenses	-	1.02
Brokerage & Commission	3.63	1.01
Bank and finance charges	0.82	0.28
Director sitting fees	0.50	0.43
Fees and Subscription	0.35	0.66
Provision for standard assets (refer note no. 39)	7.61	-
Corporate Social Responsibility Expenditure	31.19	18.50
Miscellaneous expenses	18.37	12.15
Total Other Expenses	99.88	69.07
*Payment to auditors' includes: -		
Audit fee	4.35	4.05
Tax audit fee	0.24	0.20
Certification work etc	0.39	1.66
Total payment to auditors	4.98	5.91
26. Provisions and write-offs :-		
Provision for doubtful loans and advances (refer note no. 39)	1,344.72	8.54
Total provision and write-offs	1,344.72	8.54

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

27. Segment Reporting as per Accounting Standard -17

A. Primary Segments

The Group operates in two primary reportable business segment i.e. Investment and Finance & Trading of Goods.

(₹ in Lakhs)

Particulars	Year ended March 31, 2018			Year ended March 31, 2017		
	Investment & Finance	Trading of goods	Total	Investment & Finance	Trading of goods	Total
Revenue						
External Revenue	2,840.39	778.05	3,618.44	2,502.33	883.58	3,385.91
Results						
Segment results	1,050.99	(0.19)	1,050.80	2,212.62	0.83	2,213.45
Net profit before tax			1,050.80			2,213.45
Other Information						
Segment assets	42,994.34	2.97	42,997.31	42,329.35	1.66	42,331.02
Unallocated assets			1,268.29			1,083.99
Total assets	42,994.34	2.97	44,265.60	42,329.35	1.66	43,415.00
Segment Liabilities	4,464.89	-	4,464.89	4,448.72	0.32	4,449.04
Unallocated liabilities			1,268.29			1,268.29
Total liabilities	4,464.89	-	5,733.17	4,448.72	0.32	5,717.33

B. Secondary segments - Geographical segment

(₹ in Lakhs)

Particulars	Domestic	Overseas	Elimination	Total
1. Revenue				
a) Operational Income	3,618.44	-	-	3,618.44
	3,385.91	-	-	3,385.91
b) Other Income	10.58	-	-	10.58
	23.83	-	-	23.83
Total Revenue (a+b)	3,629.02	-	-	3,629.02
	3,409.74	-	-	3,409.74
2. Segment assets	42,751.89	245.42	-	42,997.31
	42,087.10	243.92	-	42,331.02
3. Segment liabilities	46.59	4,418.28	-	4,464.87
	58.13	4,390.91	-	4,449.04

Notes :

- Unbold figures pertain to previous year.
- Segments have been identified in line with AS on Segment Reporting (AS-17), taking into account the organisational structure as well as the differential risk and returns of these segments. The operations of the parent company and its subsidiaries predominately relate to Investment and Financing activities.
- The geographical segment considered for disclosure are as follows :
 - Revenue within India include revenue from customers located within India.
 - Revenue outside India include revenue from customers located outside India.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

28. Related Party Disclosures in accordance with Accounting Standard -18

A) List of related parties and relationship (As identified by the Management)

(i) Key Management Personnel (KMP)

Sh. Rakesh Kumar Garg	Executive Director & C.E.O. (w.e.f. 17th October, 2017)
Sh. M. P. Gupta	Chief Financial Officer (up to 31st July, 2017)
Sh. Deepak Garg	Chief Financial Officer (w.e.f. 17th October, 2017)
Sh. Mahender Kumar Goel	Executive Director (up to 31st May, 2016)
Sh. Suresh Jindal	Executive Director & C.E.O. (w.e.f. 1st July, 2016 and up to 30th september, 2017)
Sh. Raghav Sharma	Company Secretary
Sh. M.L. Gupta	Managing Director (JHL)
Sh. P.D Sharma	Director (BCFL)
Sh. Ajay Mittal	Company Secretary (JHL) (w.e.f. 1st February, 2017)

(ii) Relatives of Key Management Personnel

Smt. Sunita Gupta W/o Sh. M.P. Gupta
Smt. Sneha Garg W/o Sh. Rakesh Kumar Garg
Smt. Sunita Goel W/o Sh. Mahender Kumar Goel

B) Transactions during the year

(₹ in Lakhs)

Particulars	Year ended March 31, 2018			Year ended March 31, 2017		
	Key Management Personnel	Relatives of KMP	Total	Key Management Personnel	Relatives of KMP	Total
Remuneration paid						
Sh. Rakesh Kumar Garg	29.12	-	29.12	-	-	-
Sh. M. P. Gupta	17.66	-	17.66	39.11	-	39.11
Sh. Mahender Kumar Goel	-	-	-	3.01	-	3.01
Sh. Suresh Jindal	16.54	-	16.54	12.88	-	12.88
Sh. Deepak Garg	6.37	-	6.37	-	-	-
Sh. Raghav Sharma	4.43	-	4.43	3.15	-	3.15
Sh. Ajay Mittal	0.55	-	0.55	0.55	-	0.55
Lease rent paid						
Smt. Sunita Gupta	-	1.00	1.00	-	2.22	2.22
Smt. Sneha Garg	-	2.59	2.59	-	-	-
Smt. Sunita Goel	-	-	-	-	0.26	0.26
C) Balance outstanding at the end	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

29. Earnings Per Share (EPS)

Earnings per share as given below has been computed in accordance with Accounting Standard 20 'Earnings Per Share' (AS-20):

Particulars		Year ended March 31, 2018	Year ended March 31, 2017
Net profit attributable to equity shareholders	in ₹ Lakhs	1,141.12	1,872.71
Weighted average number of equity shares outstanding	Numbers	51,36,163	51,36,163
Nominal Value of Equity Shares	(₹)	10	10
Earnings Per Share	(₹)		
- Basic		22.22	36.46
- Diluted		22.22	36.46

30. Disclosure pursuant to the requirements of Schedule III of Companies Act, 2013

Sr. No.	Name of the Company	Net Assets As at March 31, 2018		Share of Profit or Loss Year ended March 31, 2018	
		As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit/ (loss)	Amount (₹ in Lakhs)
	Parent				
	Nalwa Sons Investments Limited	104.22	38,572.17	91.74	1,046.86
	Subsidiaries (Indian)				
1.	Jindal Holdings Limited	6.91	2,558.73	(14.79)	(168.79)
2.	Jindal Steel & Alloys Limited	26.18	9,688.54	46.09	525.98
3.	Brahmputra Capital & Financial Services Ltd.	8.91	3,298.79	(27.00)	(308.06)
	Subsidiaries (Foreign)				
1.	Jindal Stainless (Mauritius) Limited	(0.29)	(105.85)	(1.11)	(12.67)
2.	Massillon Stainless Inc. U.S.A.	(25.95)	(9,605.77)	-	-
	Minority Interests in all Subsidiaries	7.54	2,790.17	5.93	67.71
	Consolidation Adjustments/ Eliminations	(27.52)	(10,186.21)	(0.87)	(9.90)
	Total	100.00	37,010.56	100.00	1,141.12

- a) The above figures for Nalwa Sons Investments Limited and its subsidiaries are before inter-company eliminations and consolidation adjustments.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

31. Expenditure incurred on Corporate Social Responsibility

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:

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
Livelihood Enhancement Projects	14.19	1.50
Expenses for differently abled	17.00	17.00
Total	31.19	18.50

32. Contingent liabilities not provided for in respect of

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
Disputed Income tax Liabilities (against which company has preferred appeals)*	2,229.66	3,373.69
Total	2,229.66	3,373.69

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

33. Employee benefit expenses

The disclosure as required under the Accounting Standard "Employees Benefits" (AS-15) has given below: -

a) Defined contribution plans

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
Contribution to Provident Fund	2.06	3.07

b) Defined benefit plans

A. Gratuity (unfunded)

(i) Change in present value of obligation during the year

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2018	Year Ended March 31, 2017
Projected Benefit Obligation at the beginning of the year	1.03	3.97
Current service cost	0.68	0.31
Interest cost	0.08	0.30
Actuarial (Gain)/Loss	(0.20)	(3.55)
Benefits paid	-	-
Projected Benefit Obligation at the end of the year	1.59	1.03

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(ii) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current Service Cost	0.68	0.31
Interest Cost	0.08	0.30
Expected Return on plan assets	-	-
Actuarial (Gain)/Loss	(0.20)	(3.55)
Total expenses to be recognised during the year	0.56	(2.94)

(iii) Principal actuarial assumptions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Discount rate	7.75%	7.50%
Future salary increase	5.25%	5.25%
Withdrawal Rate	5.00% (18-30 Years) 3.00% (30-44 Years) 2.00% (44-58 Years)	-
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

(iv) Experienced Adjustments

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(Gain)/loss on plan liabilities	(0.21)	-
(Gain)/loss on plan assets	-	-
Net	(0.21)	

B. Leave Encashment (unfunded)

(i) Change in present value of obligation during the year

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Projected Benefit Obligation at the beginning of the year	6.54	1.58
Current service cost	1.73	4.87*
Interest cost	0.51	0.12
Actuarial (Gain)/Loss	(3.42)	0.50
Benefits paid	(3.38)	(0.53)
Projected Benefit Obligation at the end of the year	1.97	6.54

* Transferred ₹ 2.22 lacs from other company

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

(ii) Expenses recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current Service Cost	1.73	4.87
Interest Cost	0.51	0.12
Expected Return on plan assets	-	-
Actuarial (Gain)/Loss	(3.42)	0.50
Total expenses to be recognised during the year	(1.19)	5.48

(iii) Principal actuarial assumptions

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Discount rate	7.75%	7.50%
Future salary increase	5.25%	5.25%
Withdrawal Rate	5.00% (18-30 Years) 3.00% (30-44 Years) 2.00% (44-58 Years)	-
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

(iv) Experienced Adjustments

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
(Gain)/loss on plan liabilities	(3.42)	-
(Gain)/loss on plan assets	-	-
Net	(3.42)	-

34. Disclosures in respect of Micro, Small and Medium Enterprises

- (i) According to the records available with the Group, dues payable to entities that are classified as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 during the year is ₹ Nil (previous year ₹ Nil). Further no interest has been paid or was payable to such parties under the said Act during the year.
 - (ii) Due to Micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Company. This has been relied upon by the auditors.
35. As per Notification No. DNBR.008/CGM (CDS) – 2015 dated March 27, 2015 issued by Reserve Bank of India and as explained to us by the Management, Company is a Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Company because asset size of the Company is less than Rs. 500 Crore. Concentration of single/group exposure norms is not applicable to the Company since the Company is a Non- Systemic Non-deposit taking NBFC .
36. In subsidiary company Jindal Stainless Mauritius Limited under applicable laws, the Company is liable to income tax on chargeable income in Mauritius at a rate of 15% and with a deemed foreign tax credit equivalent to the higher of actual foreign tax suffered or 80 % of the Mauritius Tax payable on foreign source income such that the effective rate of tax to 3%.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

37. Loans and advances given by the Group

- (i) The Company and its Subsidiary Companies has given certain Loans and advances of ₹ 10,934.41 lacs (Previous year ₹ 11,746.25) (other than those considered as non-performing assets) to various OP Jindal Group companies which currently have accumulated losses in their books. 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.
- (ii) 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.

38. In opinion of the board, value of all assets other than Property, plant & equipment and Non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

39. Provision for standard assets and Non-Performing Assets (NPA)

- (i) Provision for standard assets has been made on loans and advances outstanding as on March 31, 2018 at a rate or at higher rate as prescribed in terms of Notification No. DNBR.008/CGM (CDS)-2015 dated March 27, 2015, as amended time to time, issued by Reserve Bank of India.
- (ii) The Company has made adequate provision for the Non-Performing assets identified. Accordingly provision for Sub-Standard and doubtful assets are made with the guidelines issued by the Reserve Bank of India.
- (iii) Movement of provision of Non-performing doubtful loans and advances is as under

(₹ in Lakhs)

Particulars	As at April 1, 2017	Created /(Reverse)	As at March 31, 2018
Provision for Non-Performing Assets	2,369.85	1,344.72	3,714.57

40. Non-current investments

The company along with its subsidiaries has made long term investment in certain other companies of ₹ 4543.08 Lacs where there is diminution in value of investment. The amount of diminution is not readily ascertainable because of layer effect of accretion/diminution of investment held by those companies. Such diminution in the opinion of the management, being long term strategic investment and future cash flows, is temporary in nature and as such no provision is considered necessary.

41. Certain balances of the trade receivables, trade payables and loans and advances given by the Group are subject to confirmation/reconciliation, if any. The management does not expect any material difference affecting the financial statement on such reconciliation/ adjustment.
42. The management of Massilon Stainless Inc. (MSI) had announced the shut-down of the operations of the subsidiary Company MSI on September 30, 2002 and disposed off its substantial assets during the year ended March 31, 2014. Land and assets attached to the premises were also disposed-off by the subsidiary Company MSI during the year ended March 31, 2017. Major proceeds were utilized to satisfy secured lenders. Considering this, in the opinion of the management, the subsidiary Company MSI is not a going concern and management has no intent to run the plant in future.
43. Capital reserve on Consolidation represents net of Goodwill of ₹ 58.76 lacs. (Previous Year ₹ 58.76 lacs.)
44. The figures for the previous year have been regrouped/ rearranged wherever necessary to conform to current year's classification.

As per our report of even date attached

For and on behalf of the Board of Directors

For Doogar & Associates

Chartered Accountants
Firm's Reg. No. 000561N

Vardhman Doogar

Partner
M. No. 517347
Place : Hisar
Date : 29th May, 2018

Rajinder Parkash Jindal

Director
DIN: 00004594

Deepak Garg

Chief Financial Officer

Rakesh Kumar Garg

Executive Director & CEO
DIN: 00038580

Raghav Sharma

Company Secretary
Membership No.40181

NALWA SONS INVESTMENTS LIMITED

CIN No: L65993DL1970PLC146414

Registered 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

ATTENDANCE SLIP

Sr. No.

Name and address of
the Shareholder(s) :

Registered Folio / DP ID
& Client ID :

Number of Shares held :

I/We hereby record my/our presence at the 47th Annual General Meeting of the Company at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi – 110 026 on Saturday, the 29th day of September, 2018 at 3:30 p.m.

Signature of Shareholder / Proxy Present:

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

Electronic Voting Particulars

E Voting Sequence Number (EVSN)	USER ID	Sequence Number*

* Applicable to those members who have not updated their PAN with the Company / Depository Participant

NALWA SONS INVESTMENTS LIMITED

CIN No: L65993DL1970PLC146414

Registered 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.

E-COMMUNICATION REGISTRATION FORM

To,

Link Intime India Private Limited
(Unit: Nalwa Sons Investments Limited)

44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No.: (011) 41410592/93/94
Fax No.: (011) 41410591
Email : delhi@linkintime.co.in

Green initiative on Corporate Governance

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./ DP ID & Client ID No. :

Name of 1st Registered Holder :

Name of Joint Holder(s), if any :

Registered Address of the Sole/1st Registered Holder :

No. of Shares held :

E-mail ID (to be registered) :

Date :

Signature :

Notes :

- 1) On registration, all communications will be sent to the e-mail ID registered.
- 2) The form is also available on the website of the Company www.nalwasons.com under the section 'Shareholders information'.
- 3) Shareholders are requested to keep the Company's Registrar – Link Intime India Pvt. Ltd. informed as and when there is any change in the e-mail address.

Form No. MGT-11
Proxy Form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN No: - L65993DL1970PLC146414

Name of the Company: Nalwa Sons Investments Limited

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

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id*:	
DP Id.*:	

I / We, being the member(s) of shares of the above name company, hereby appoint

1. Name:....., Address:

Email Id.:Signature:, or failing him

2. Name:....., Address:

Email Id.: Signature:, or failing him

3. Name:....., Address:

Email Id.:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company, to be held on September 29, 2018 at 3:30 p.m. at N.C. Jindal Public School, Road No. 73, West Punjabi Bagh, New Delhi-110026, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors thereon.		
2	Approval for continuation of directorship of Mr. Rajinder Parkash Jindal.		
3	Appointment and remuneration of Mr. Rakesh Kumar Garg as the Executive Director & C.E.O. of the Company.		

Signed this day of September, 2018

.....

Signature of Shareholder

.....

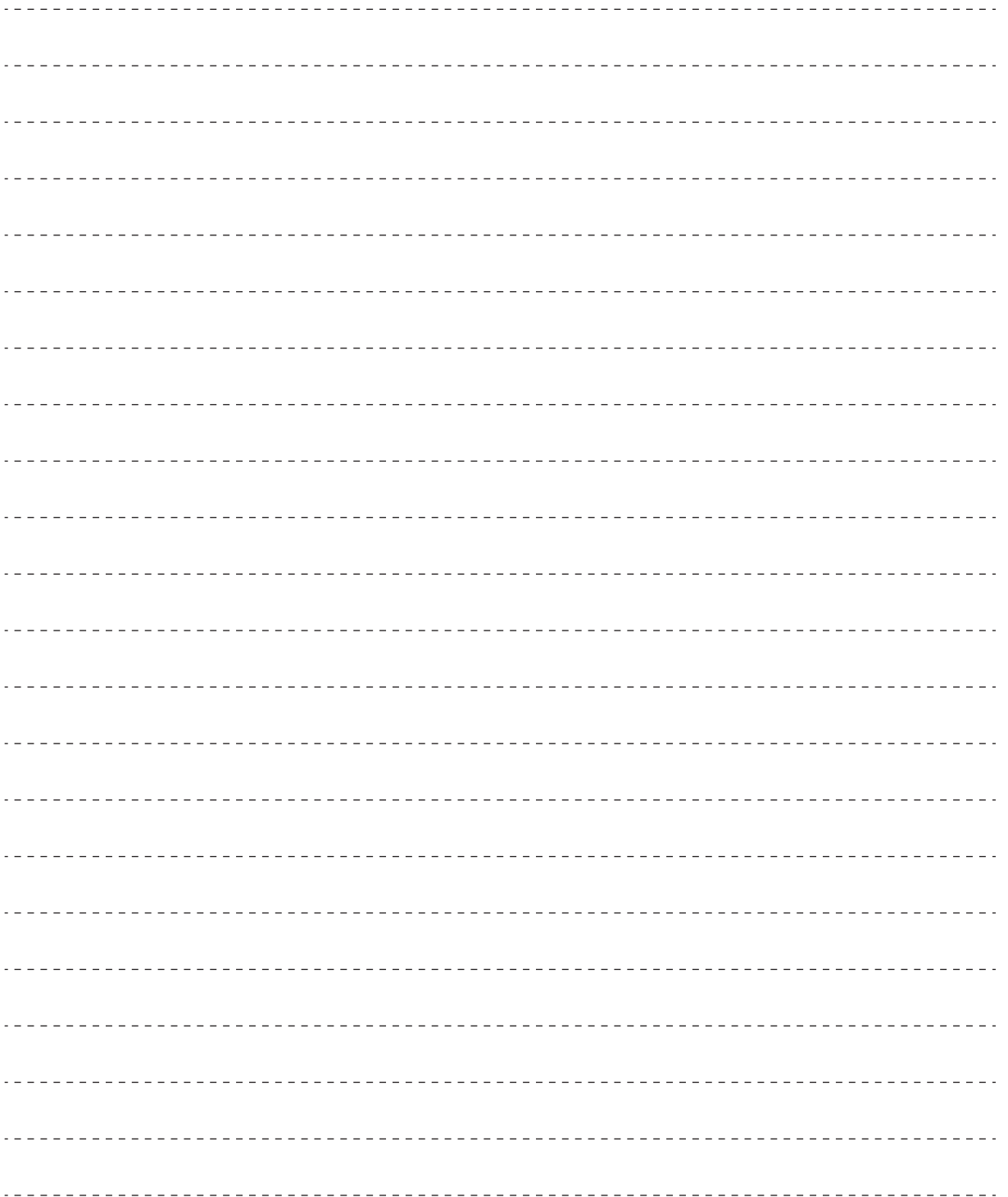
Signature of Proxy holder(s)

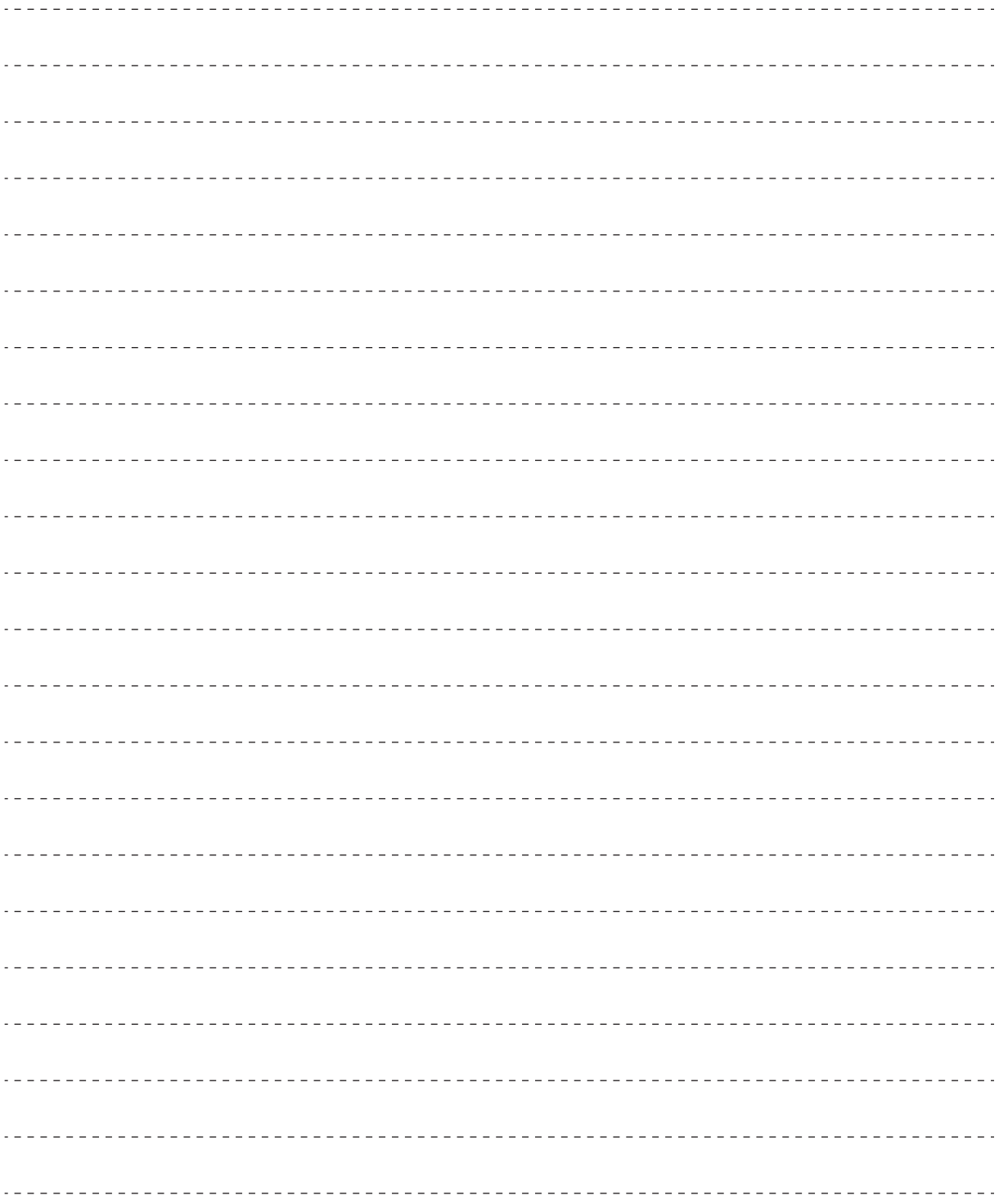
Affix Revenue
Stamp

Notes

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a () in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

*Applicable for Investors holding shares in demat form.





If undelivered, Please return to

Nalwa Sons Investments Limited

O.P. Jindal Marg, Hisar-125005 (Haryana), India

Phone: (01662) 222471-83

Fax: (01662) 220499

E-mail: investorcare@nalwasons.com

CIN: L65993DL1970PLC146414