



**NUWAY ORGANIC NATURALS (INDIA) LTD.**

**19th  
ANNUAL REPORT  
2013- 2014**

## **BOARD OF DIRECTORS**

<b>Mr. Manminder Singh Narang</b>	<b>Chairman &amp; Managing Director</b>
<b>Mrs. Ginny Singh</b>	<b>Director</b>
<b>Mrs. Anchal Narang</b>	<b>Director</b>
<b>Mr. Surinder Ahuja</b>	<b>Director</b>

### **AUDITORS**

**Miglani Rakesh & Associates,  
Chartered Accountants,  
29, Guru Nanak Colony, Rajpura (Pb.)**

### **REGISTERED OFFICE**

**House No. 6, Dashmesh Colony,  
ITI Road, Opposite : SOS Village,  
Rajpura Town, District Patiala  
Punjab - 140 401**

### **REGISTRAR & SHARE TRANSFER AGENT**

**BEETAL Financial & Computer Services (P) Limited  
99, Madangir, Behind Local Shopping Centre,  
Near Daba Harsukhdas Mandir,  
New Delhi - 110062**

#### **19th ANNUAL GENERAL MEETING**

**Day : Tuesday  
Date : 30th September, 2014  
Time : 03.30 P.M.  
Place : Eagle Motel, Rajpura  
District: Patiala,  
Punjab - 140 401**

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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 19th Annual General Meeting of the Company will be held on Tuesday, the 30th day of September, 2014 at 03.30 p.m. at Eagle Motel, Rajpura, District Patiala, Punjab-140401, to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and the Balance sheet as at that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anchal Narang (DIN 01434870) who retires by rotation in accordance with Article 115 of Articles of Association of the company and being eligible offers herself for reappointment.
3. **Appointment of Auditors**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, M/s. Miglani Rakesh & Associates, Chartered Accountants, Rajpura (Firm Registration No. 012227N) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Third Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS**

4. **Appointment of Sh. Surinder Ahuja as an Independent Director**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Sh. Surinder Ahuja (DIN 06737464), who was appointed as an additional director in the category of independent director by the Board of Directors on December 07, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, signifying the member's intention proposing Sh. Surinder Ahuja as a candidate for the office of director and who has also submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

**5. Appointment of Mrs. Ginny Singh as an Independent Director**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mrs. Ginny Singh (DIN 00630238), a non executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

**6. Approval for Borrowing Money in excess of the aggregate of the paid up share capital and free reserves of the Company**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 180(1) (C) of The Companies Act, 2013 and other applicable provisions, if any and the provisions of The Companies (Meetings of Board and its Power) Rules, 2014, Board of Directors of the company can borrow money up to Rs. 1,00,00,00,000/- (Rupees Hundred Crores only) notwithstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves and Board of Directors be and is hereby authorized to provide security and create charge on assets of the company in connection there with.”

**7. Amendment of Articles of Association**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“Resolved That pursuant to the provisions of Section 14 of The Companies Act, 2013 and other applicable provisions, if any and the provisions of The Companies (Incorporation of Company and Matters Incidental Thereto) Rules, 2014, Articles of Association of the Company be and are hereby altered as under.

(i) By substituting Article 124 with the following :-

“The quorum for the Board meeting shall be one third of total strength of the Board of Directors or two Directors whichever is higher personally present provided that no quorum shall be complete unless Mr. Manminder Singh Narang, the Permanent Chairman is personally present.”

(ii) By the addition of new Article 126 A

“126 (A) A person can be appointed as Chairperson and Managing Director of the Company at one time.”

**By Order of the Board  
For Nuway Organic Naturals India Limited**

**Date: 30.05.2014  
Place: Rajpura**

**Sd/-  
Manminder Singh Narang  
(Chairman) DIN-00541751**

## NOTES

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. The proxy, in order to be effective, must be received by the company not less than forty eight hours before the meeting. The proxy form and attendance slip are enclosed herewith.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 29th day of September, 2014 to 30th day of September, 2014 (both days inclusive).
3. Explanatory Statement under Section 102 of The Companies Act, 2013 is enclosed herewith.
4. The Company has appointed Mr. Ravinder Kumar, Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and to declare results.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nuwaycare.in](http://www.nuwaycare.in) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of passing of the resolutions at the 19th AGM of the Company on September 30, 2014 and be communicated to the BSE Limited and other stock exchanges where the shares of the Company are listed.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their votes at the 19th AGM by electronic means and the business may be transacted through e-voting as per instructions below:
  - (a) Date and time of commencement of voting through electronic means: Wednesday, September 24, 2014 at 9.00 a. m.
  - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed : Friday, September 26, 2014 at 5.00 p. m.
  - (c) Details of Website: [www.evotingindia.com](http://www.evotingindia.com)
  - (d) Details of persons to be contacted for issues relating to e-voting: Mr. Puneet Mittal, M/s Beeta Financial and Computer Services Private Limited, New Delhi, Tel. No.011-29961281-283, E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com), and CDSL at Tel No. 18002005533, e-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - (e) Instructions for e-voting are given here along separately as an Annexure to the Notice
  - (f) Details of Scrutinizer: Mr. Ravinder Kumar, Company Secretary in Practice.

The e-voting module shall be disabled for voting on Friday, September 26, 2014 at 5.00pm. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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**NUWAY ORGANIC NATURALS INDIA LTD.**

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The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the record date as on August 22, 2014.

7. This notice is being issued having regard to provisions of Section 108 and 110 of the Companies Act, 2013 and clause 35B of the Listing Agreement with Stock Exchanges.
8. The information of Directors seeking appointment or reappointment as required under Clause 49 of the listing agreement is given in corporate governance.
9. Any member requiring further information on accounts at the meeting is requested to send their queries in writing to the Managing Director of the Company at least seven days before the AGM.
10. Shareholders may kindly note that no gifts/coupons will be distributed at the Annual General Meeting.
11. All the documents referred to in the accompanying notice, explanatory statement and the register of Directors shareholding and the Register of Contracts are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
12. All members are requested to make their correspondence relating to the shares in physical and demat to our Share Transfer Agent i.e. BEETAL Financial & Computer Services (P) Limited 99 Madangir, Behind Local Shopping Centre, Near Dada Harshukhdas Mandir, New Delhi-110062.

#### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 4-

Sh. Surinder Ahujha is an additional director of the company wef 07/12/2013 and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, signifying the member's intention proposing Sh. Surinder Ahuja as a candidate for the office of director and in view of the provisions of the Companies Act, 2013 and the Rules framed there under as read with Schedule IV to the Act it is proposed to appoint him independent director for a period of five years and that in the opinion of the Board, he fulfilled the conditions specified in this Act for such an appointment. He is a commerce graduate having experience of twenty five years of industry.

This resolution is put before shareholders to seek their approval by way of an ordinary resolution.

None of the Directors and KMP except Sh. Surinder Ahujha, being the appointee is interested in the aforesaid resolution.

##### ITEM NO. 5-

Mrs. Ginny Singh is a non executive director of the company wef 16/11/2009 and in view of the provisions of the Companies Act, 2013 and the Rules framed there under as read with Schedule IV to the Act it is proposed to appoint her as independent director for a period of five years and that in the opinion of the Board, she fulfilled the conditions specified in this Act for such an appointment.

She is a commerce graduate having experience of over 5 years in Manufacturing and Trading Industry. This resolution is put before shareholders to seek their approval by way of an ordinary resolution.

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None of the Directors and KMP except Mrs. Ginny Singh, being the appointee is interested in the aforesaid resolution.

ITEM NO. 6-

As per the provisions of the Companies Act, 2013 there is restriction on powers of Board and the Board can borrow money up to aggregate of the paid-up share capital and free reserves of the company and if borrowing by the company exceeds aggregate of the paid-up share capital and free reserves of the company consent of the shareholders is required by way of Special resolution. During the course of business company may need money beyond the restriction imposed under the Companies Act, 2013.

This resolution is put before shareholders to seek their approval by way of a special resolution. None of the Directors and KMP is interested in the aforesaid resolution.

ITEM NO 7

Keeping in view the provisions of Section 203 of the Companies Act, 2013 whereby a person could not be appointed as Chairperson and Managing Director of the Company at one time, Articles of Association needs to be altered to provide for the provision for appointment of one person as Chairperson and Managing Director of the Company at one time. At the same time articles are being amended to provide for quorum in line with the Companies Act 2013.

This resolution is put before shareholders to seek their approval by way of a special resolution.

None of the Directors and KMP except Shri Manminder Singh Narang being Chairman and Managing Director of the Company and Smt. Anchal Narang being his wife are interested in the proposed resolution.

By Order of the Board  
For Nuway Organic Naturals India Limited

Date: 30.05.2014

Place: Rajpura

Sd/-  
Manminder Singh Narang  
(Chairman)  
DIN-00541751

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**NUWAY ORGANIC NATURALS INDIA LTD.**

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**CIN: L22012PB1995PLC016755**

**Name of the company: NUWAY ORGANIC NATURALS INDIA LIMITED**

**Registered office: House No. 6, Dashmesh Colony, ITI Road, Opposite SOS Village, Rajpura,**

**Email: nonil04@gmail.com , website: www.nuwaycare.in**

**Telephone: 0176-2644334**

**This communication forms integral part of Notice of 19th AGM**

**The instructions for members for voting electronically are as under**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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](http://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:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account of folio. <ul style="list-style-type: none"><li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</li></ul>

(viii) Members holding shares in physical form will then reach directly 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 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 for the relevant <Company Name> 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.
- (xii) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote
- (B) The voting period begins on 24th day of September 2014 at 9.00 a.m. and ends on 26th day of September, 2014 at 5.00 p.m. 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) 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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**NUWAY ORGANIC NATURALS INDIA LTD.**

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**NUWAY ORGANIC NATURALS INDIA LIMITED****CIN – L22012PB1995PLC016755****Regd. office: House No. 6, Dashmesh Colony, ITI Road, Opposite SOS Village, Rajpura,****Email: nonil04@gmail.com , website: www.nuwaycare.in****Telephone: 0176-2644334****ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the Nineteenth Annual General Meeting of the Company on Tuesday, the 30th September, 2014 at 03.30 p.m. at Eagle Motel, Rajpura Town, District Patiala, Punjab- 140401.

Folio No./DP ID-Client ID

:.....

Full Name of the Shareholder in Block Letters

:.....

No. of Shares Held

:.....

Name of Proxy (if any) in Block Letters

:.....

Signature of the Shareholder/Proxy/Representative\*

\*Strike out whichever is not applicable

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