



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

**20TH ANNUAL REPORT  
2014-15**

## BOARD OF DIRECTORS

Mrs. Anchal Narang	Managing Director
Mr. Manminder Singh Narang	Director & CFO
Mrs. Ginny Singh	Director
Mr. Surinder Ahuja	Director

## 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

Day : Wednesday  
Date : 30th September 2015  
Time : 03.30 P.M.  
Place : Eagle Motel, Rajpura  
District Patiala  
Punjab - 140 401

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## **NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 03:30 p.m. at Eagle Motel, Rajpura Town, District- Patiala, Punjab- 140401 to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sh. Manminder Singh Narang (DIN- 00541751), who retires by rotation and being eligible, offers himself for reappointment.

### **3. RATIFICATION OF 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 appointment of M/s. Miglani Rakesh & Associates, Chartered Accountants, Rajpura, who were appointed to hold office from the conclusion of 19<sup>th</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting, as Statutory Auditors of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors, be and is hereby ratified.”

### **SPECIAL BUSINESS**

#### **4. APPOINTMENT OF SMT ANCHAL NARANG (DIN-01434870) AS MANAGING DIRECTOR**

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

“RESOLVED THAT consent of the members be and is hereby given for appointment of Smt. Anchal Narang (DIN-01434870) as Managing Director of the Company with effect from 15<sup>th</sup> November, 2014 for a term of five years that is up to 14<sup>th</sup> November, 2019 at a remuneration of Rs.2,00,000/- per month at such terms and conditions as agreed between her and the Board of Directors.”

By order of the Board  
**NUWAY ORGANIC NATURALS INDIA LIMITED**

**DATE: 05.06.2015**  
**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 29<sup>th</sup> day of September, 2015 to 30<sup>th</sup> day of September, 2015 (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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their votes at the 20th 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: Saturday, September 26, 2015 at 9.00 a. m.
  - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Tuesday, September 29, 2015 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 Beetal 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) Details of Scrutinizer Mr. Ravinder Kumar, Company Secretary in Practice  
The e-voting module shall be disabled for voting on Tuesday, September 29, 2015 at 5.00 p. m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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 cut off(record date) date as on 23<sup>rd</sup> September, 2015.
  - (f) The instructions for shareholders voting electronically are as under:**
    - (i) The voting period begins on 26<sup>th</sup> September, 2015 and ends on 29<sup>th</sup> September, 2015.  
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 Wednesday, 23<sup>rd</sup> September, 2015, 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](http://www.evotingindia.com) during the voting period
    - (iii) Click on "Shareholders" tab.
    - (iv) Now Enter your User ID

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

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- 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 :

**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 the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- 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.

**DOB :**

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

**DIVIDEND BANK DETAILS :**

- Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
  - 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 as mentioned in instruction (iv).
- (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.  
Click on the EVSN for the < Nuway Organic Naturals India Limited> on which you choose to vote.

- (xi) 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.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Note for Institutional Shareholders**

- ☐ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - ☐ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ☐ After receiving the login details they have to create 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 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.
  - ☐ 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.
- (xvii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. This notice is being issued having regard to provisions of Section 108 and 110 of the Companies Act, 2013, General Circular no. 20/2014 dated August 22, 2014 issued by Ministry of Corporate Affairs Government of India and clause 35B of the Listing Agreement with Stock Exchanges.
7. Members are requested to **register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.**

8. Mr. Ravinder Kumar, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared within two working days from the conclusion of the AGM. The results declared along with the report of Scrutinizer shall be placed on the Company's website and the website of CDSL and communicated to the stock exchanges.

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

#### **ITEM NO. 3-**

M/s. Miglani Rakesh & Associates, Chartered Accountants, Rajpura were appointed as Statutory Auditors of the Company to hold office from the conclusion of 19<sup>th</sup> Annual General Meeting until the conclusion of the 23rd Annual General Meeting for a period of four years as per the provisions of Section 139(2) of the Companies Act, 2013 subject to the condition that their appointment will be ratified every year at Annual General Meeting."

#### **ITEM NO. 4-**

Smt. Anchal Narang was appointed as Managing Director of the Company by the Board of Directors at its meeting held on 15<sup>th</sup> November, 2014 for a term of five years. She has been associated with the Company as Director for about five years. Her appointment as Managing Director requires approval of shareholders and hence this resolution is put for approval of shareholders by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except Smt. Anchal Narang being the appointee and Sh. Manminder Singh Narang being her relative.

By order of the Board  
**NUWAY ORGANIC NATURALS INDIA LIMITED**

**DATE: 05.06.2015**  
**PLACE: RAJPURA**

**Sd/-**  
**MANMINDER SINGH NARANG**  
**CHAIRMAN**  
**DIN-00541751**

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

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	<b>NUWAY ORGANIC NATURALS INDIA LIMITED</b>
CIN	L22012PB1995PLC016755
Registered Office-	House No. 6, Dashmesh Colony, ITI Road, Opposite SOS Village, Rajpura, Punjab -140401
Email	nonil04@gmail.com
website	www.nuwaycare.in
Tel. No	01762-644334

Name of the member (s):	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1. Name:	
Address:	
E-mail Id:	
Signature:....., or failing him	
2. Name:	
Address:	
E-mail Id:	
Signature:....., or failing him	
3. Name:	
Address:	
E-mail Id:	
Signature:....., or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company to be held on Wednesday the 30<sup>th</sup> day of September, 2015 at 3.30 p.m. at Eagle Motel, Rajpura Town, District- Patiala, Punjab- 140401 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	Approval of Annual Accounts for the year ended 31.03.2015		
2	To appoint a Director in place of Sh. Manminder Singh Narang, who retires by rotation		
3	Ratification of Appointment of Auditors		
Speical Business			
4	Appointment of Smt Anchal Narang as Managing Director		

Signed this..... day of..... 2015.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of proxy in order 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.**



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

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**BALLOT PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

**20TH ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015  
AT 03.30 P.M. AT EAGLE MOTEL, RAJPURA TOWN, DISTRICT- PATIALA, PUNJAB- 140401**

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner

No.	Item No.	Resolution	No. of shares held by me	I assent to the resolution	I dissent from resolution
	Ordinary Business				
1	1	Approval of Annual Accounts for the year ended 31.03.2015			
2	2	To appoint a Director in place of Sh. Manminder Singh Narang, who retires by rotation			
3	3	Ratification of Appointment of Auditors			
	Special Business				
4	4	Appointment of Smt Anchal Narang as Managing Director			

Place:

Date:

(Signature of the Shareholder)

**NUWAY ORGANIC NATURALS INDIA LIMITED**

**CIN L22012PB1995PLC016755**

**Regd. Office- House No. 6, Dashmesh Colony, ITI Road, Opposite SOS Village, Rajpura, Punjab-140401**

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

**Tel. No. 01762-644334**

**ATTENDANCE SLIP**

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

I hereby record my presence at 20<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 30<sup>th</sup> day of September, 2015 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

## **DIRECTOR'S REPORT**

**TO,  
THE MEMBERS OF  
NUWAY ORGANIC NATURALS INDIA LIMITED**

The Directors of your company have pleasure in presenting the 20<sup>th</sup> Annual Report together with Audited Accounts of the company for the financial year ended 31<sup>st</sup> March 2015.

### **FINANCIAL HIGHLIGHTS**

<b>Particulars</b>	<b>2014-2015</b>	<b>(Rs. In Lacs) Standalone 2013-2014</b>
Sales	5056.26	6199.88
Other Income	16.59	9.60
Profit/Loss Before Interest and Depreciation	328.73	123.89
Interest	303.69	299.11
Depreciation	565.63	562.93
Profit/Loss after Interest and Depreciation	(1198.05)	(738.15)
Tax Expense	0.00	0.00
Profit/Loss after Tax	(1198.05)	(738.15)
Extraordinary item	-	30.75
Net Profit/Loss	(1198.05)	(707.40)
Transfer to Reserve & Surplus	(1198.05)	(707.40)

### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Turnover of the stood at Rs. 50.72 crores and the Company has suffered losses to the tune of Rs. 11.98 crores as compared to the previous year turnover of Rs. 62.09 crores and the losses of Rs. 7.38 crores. The Company has suffered losses as sale of Company's production was less and cost of production was more as compared to the other manufactures. The Company is making efforts to reduce cost of production to increase the turnover of the Company.

### **CHANGE IN NATURE OF BUSINESS, IF ANY**

There is no change in the nature of business activities of the Company.

### **DIVIDEND**

The Company has suffered huge losses during the financial year under report and Board of Directors of the company has not recommending any dividend this year.

### **AMOUNTS TRANSFERRED TO RESERVES**

The Board of the company has decided to carry loss of Rs. 1198.05 lacs to its reserves and surplus account.