

**NUWAY ORGANIC NATURALS INDIA LIMITED**

Registered Office- N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura Punjab - 140401,

CIN-L22012PB1995PLC016755

Email: [nonil04@gmail.com](mailto:nonil04@gmail.com), website: [www.nuwaycare.in](http://www.nuwaycare.in), Telephone: 0176-2644334

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**NOTICE**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Company will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 03:00 p.m. at at registered office of the Company situated at N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura 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, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Anchal Narang (DIN- 01434870), who retires by rotation and being eligible, offers herself 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."

By order of the Board

**NUWAY ORGANIC NATURALS INDIA LIMITED**

sd/-

**DATE: 06.06.2016**

**PLACE: RAJPURA**

**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, 2016 to 30<sup>th</sup> day of September, 2016 (both days inclusive).

3. 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.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing and Disclosure Requirements) Regulations, 2015., the Company is pleased to provide members facility to exercise their votes 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: Monday, September 26, 2016 at 9.00 a. m.

(b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Thursday, September 29, 2016 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; 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 Thursday, September 29, 2016 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, 2016.

**(f) The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 26<sup>th</sup> September, 2016 and ends on 29<sup>th</sup> September, 2016.

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 Friday, 23<sup>rd</sup> September, 2016, 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

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 dematerialised 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 Dematerialised Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth ( dd/mm/yyyy format ) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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)</li> </ul>

- (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 for the < **NUWAY ORGANIC NATURALS INDIA LIMITED** > 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 out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If 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 CSDL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from the 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 30<sup>th</sup> 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 Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate(s).
  - 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 linked in the login 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.
- (xx) 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).

5. 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.

6. 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 favour 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.

7. Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting as required under Secretarial Standards-2 on General Meetings and in pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given here under,

Name	Anchal Narang
Age	48
Brief Resume	Working as Director in the company for the last six years
Nature of his expertise in specific functional areas	Liquor, beverages, soft drinks and cosmetic industry
Date of first appointment on the Board,	23/07/2010
Qualifications	Graduate
Experience	9 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Company's policy on appointment of Board members
Last drawn remuneration, if applicable	As mentioned in the Corporate Governance Report (forming part of Annual Report 2015 -16)
Shareholding in the company held either himself or on a beneficial basis for any other persons	604000 equity shares of Rs.10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Related with Shri Manminder Singh Narang, Chairman of the Company being her husband
The number of Meetings of the Board attended during the Year	14 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2015 -16)
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	1. Shivam Cool drinks Private Limited 2. Ayur Herbals Private Limited 3. Three-N-Products Private Limited 4. Three-N-Construction Private Limited
Chairmanship/member of the Committees of Board of Directors of other Indian Public Companies	NIL

By order of the Board

**NUWAY ORGANIC NATURALS INDIA LIMITED**

Sd/-

**DATE: 06.06.2016**

**PLACE: RAJPURA**

**MANMINDER SINGH NARANG**

**CHAIRMAN**

**DIN-00541751**

**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	NUWAY ORGANIC NATURALS INDIA LIMITED
CIN	L22012PB1995PLC016755
Registered Office	N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura Punjab - 140401
Email/website	<a href="mailto:nonil04@gmail.com">nonil04@gmail.com</a> / <a href="http://www.nuwaycare.in">www.nuwaycare.in</a>
Tel. No.	0176-2644334

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	
Sig nature :.....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the company to be held on Friday the 30<sup>th</sup> day of September, 2016 at 3.00 p.m. at Registered Office- N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura 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 31.03.2016			
2	To appoint a Director in place of Smt. Anchal Narang, who retires by rotation			
3	Ratification of Appointment of Auditors			

Signed this..... day of..... 2016

Affix  
Revenue  
Stamp

Signature of shareholder -----

Signature of Proxy holder(s) -----

**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.**

**ATTENDANCE SLIP**

Name of the Company	NUWAY ORGANIC NATURALS INDIA LIMITED
CIN	L22012PB1995PLC016755
Registered Office-	N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura Punjab - 140401
Email	<a href="mailto:nonil04@gmail.com">nonil04@gmail.com</a>
website	<a href="http://www.nuwaycare.in">www.nuwaycare.in</a>
Tel. No.	0176-2644334

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

I hereby record my presence at 21<sup>st</sup> Annual General Meeting of the Company held on Friday, the 30<sup>th</sup> day of September, 2016 at 03.00 p.m. at Registered Office- N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura 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

## **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]

NUWAY ORGANIC NATURALS INDIA LIMITED
CIN – L22012PB1995PLC016755
Registered Office- N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, Rajpura Punjab - 140401
Email- <a href="mailto:nonil04@gmail.com">nonil04@gmail.com</a> , website- <a href="http://www.nuwaycare.in">www.nuwaycare.in</a>
Tel. No. 0161-2744500

<b>21<sup>ST</sup> ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 03.00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT N. H. 1, MILE STONE 232, DELHI-AMRITSAR, VILLAGE DEVI NAGAR, RAJPURA PUNJAB - 140401</b>
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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.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Approval of Annual Accounts for the year ended 31.03.2016			
2.	To appoint a Director in place of Smt. Anchal Narang, who retires by rotation			
3.	Ratification of Appointment of Auditors			

Place:

Date:

(Signature of the Shareholder)



## **BOARD'S REPORT**

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

The Directors of your company have pleasure in presenting the 21<sup>st</sup> Annual Report together with Audited Accounts of the company for the financial year ended 31<sup>st</sup> March 2016.

### **FINANCIAL HIGHLIGHTS**

	<b>Standalone</b>		<b>(Rs. In Lacs)</b>
<b>Particulars</b>	<b>2015-16</b>		<b>2014-2015</b>
Gross Income	3932.52		5072.85
Profit /Loss Before Interest and Depreciation	418.94		-328.73
Finance Charges	298.78		303.69
Depreciation & Amortization Expenses	459.20		565.63
Profit /Loss Before Tax	-339.04		-1198.05
Provision for Tax	0.00		0.00
Tax adjustments for earlier years	14.40		0.00
Net Profit/Loss After Tax	-353.44		-1198.05
Profit/Loss carried to Reserve & Surplus Account	-353.44		-1198.05

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

Turnover of the stood at Rs. 39.32 crores and the Company has suffered losses to the tune of Rs. 3.53 crores as compared to the previous year turnover of Rs. 50.72 crores and the losses of Rs. 11.98 crores. The Company has suffered losses as sale of Company's products 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 in future.

### **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. 3,53,44,411.10 to its reserves and surplus account.

#### **CHANGES IN SHARE CAPITAL, IF ANY**

There has been no change in Share Capital of the Company during the Financial Year 2015-16.

#### **INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

The Company does not have any Subsidiary, Joint venture or Associate Company.

#### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year and there is no unclaimed dividend.

#### **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the period from the end of the financial year to which this financial statement relate and on the date of this report.

#### **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year 2015-16, the Company held fourteen Board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

30.05.2015	05.06.2015	30.07.2015	14.08.2015	18.09.2015
14.10.2015	21.10.2015	21.11.2015	01.12.2015	04.01.2016
19.01.2016	08.02.2016	15.02.2016	28.03.2016	

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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