

23rd
ANNUAL REPORT
2017-18



NUWAY ORGANIC NATURALS INDIA LIMITED

CIN: L22012PB1995PLC016755

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

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, website: www.nuwaycare.in, Telephone: 01762-644334

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Saturday, the 29th day of September, 2018 at 03:45 p.m. at **Eagle Motel, G.T Road, Bye Pass, 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 31st March, 2018 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. APPOINTMENT OF AUDITORS AND TO FIX THEIR REMINERATION

And 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. Pankaj Chugh and Associates, Chartered Accountants, Patiala (FRN-026311N) be and is hereby appointed as Statutory Auditors of the Company for a period of five years from the financial year 2018-19 to 2022-23 and to hold office up to the conclusion of annual general meeting to be held in the year 2023 at such remunerations as may be mutually agreed between the Board of Directors of the Company and the auditors."

SPECIAL BUSINESS

4. APPOINTMENT OF SHRI TRIPINDER SINGH SAHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

And 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, **Shri Tripinder Singh Sahi** (DIN-02916484), who has 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 for a period of five years with effect from 15th March, 2018 up to 14th March, 2023."

By order of the Board

For **NUWAY ORGANIC NATURALS INDIA LIMITED**

DATE: 30.06.2018

PLACE: RAJPURA

ANCHAL NARANG
MANAGING DIRECTOR
DIN-01434870

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 28th day of September, 2018 to 29th day of September, 2018 (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 time schedule and as per instructions annexed with the notice.
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 as an **ATTACHMENT** to the notice.
8. Explanatory Statement under Section 102 of The Companies Act, 2013 is enclosed herewith.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 Shri Tripinder Singh Sahi was appointed as additional Director of the Company on 15th March, 2018 as Independent Director and his term expires at ensuing annual general meeting. It is proposed to appoint him as non executive independent Director of the Company for a period of five years and that in the opinion of the Board he fulfilled the conditions specified in this Act for appointment as independent Director. The Board also opined that he possess appropriate skill, experience and knowledge as required occupying the position of an Independent Director. The Company has also received a notice under Section 160 of the Companies Act, 2013, signifying the member's intention proposing his candidature for the office of director.

This resolution is put before shareholders to seek their approval by way of an 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 Shri Tripinder Singh Sahi, being the appointee.

TIME SCHEDULE FOR E-VOTING PROCESS IS GIVEN BELOW

- (a) Date and time of commencement of voting through electronic means: Tuesday, September 25, 2018 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 28, 2018 at 5.00 p. m.
- (c) Details of Website: 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

(e) Details of Scrutinizer Ravinder Kumar, Company Secretaries, Company Secretary in Practice

The e-voting module shall be disabled for voting on Friday, September 28, 2018 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 22nd September, 2018.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER

(i) The voting period begins on 25th September, 2018 and ends on 28th September, 2018.

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 Saturday, 22nd September, 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 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.If you are holding shares in dematerialised 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.

(vi) 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> <p>◆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.</p> <p>◆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.</p>
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.◆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)</p>

(vii) After entering these details appropriately, click on "SUBMIT" tab.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

(viii) 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

- (ix) 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. 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 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.
 - 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

ATTACHMENT

Name	Anchal Narang	Tripinder Singh Sahi
Age	50	48
Brief Resume	Working as Director in the company for the last 8 years	Working as Director in the company for the last 3 months
Nature of his expertise in specific functional areas	Liquor, beverages, soft drinks and cosmetic industry	Liquor, beverages, soft drinks and cosmetic industry

Date of first appointment on the Board,	23-07-2010	15-03-2018
Qualifications	Graduate	Graduate
Experience	11 years	Working as Director in the company for the last 3 months
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	As per Company's policy on appointment of Board members. No remuneration are paid.
Last drawn remuneration, if applicable	As mentioned in the Corporate Governance Report (forming part of Annual Report 2017 -18)	Nil
Shareholding in the company held either himself or on a beneficial basis for any other persons	604000 equity shares of Rs.10/- each	5000 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, CFO of the Company, being her husband	Nil
The number of Meetings of the Board attended during the Year	8 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2017-18)	1 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2017-18)
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	1. Ayur Herbals Private Limited 2. Three-N-Products Private Limited 3. Three-N-Construction Private Limited 4. Shivam Cool Drinks Private Limited	1. Gamesome Tradex (India) Private Limited 2. Sole Spirits Private Limited

Chairmanship/member of the Committees of Board of Directors of other Indian Public Companies	NIL	NIL
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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	nonil04@gmail.com / 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	
Sig nature :.....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company to be held on Saturday, the 29th day of September, 2018 at 03:45 p.m. at **Eagle Motel, G.T Road, Bye Pass, Rajpura, Punjab-140401** and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	Approval of Annual Accounts for the year ended 31.03.2018		
2.	To appoint a Director in place of Smt. Anchal Narang, who retires by rotation		

3.	Appointment of Auditors and to fix their remuneration		
Special Business			
4.	Appointment of Shri Tripinder Singh Sahi as an Independent Director of the Company		

Signed this..... day of..... 2018

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.

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- nonil04@gmail.com , website- www.nuwaycare.in
Tel. No. 01762-644334

23rd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 03:45 P.M. AT EAGLE MOTEL, G.T ROAD, BYE PASS, RAJPURA, 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.	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			

	31.03.2018			
2.	To appoint a Director in place of Smt. Anchal Narang, who retires by rotation			
3.	Appointment of Auditors and to fix their remuneration			
Special Business				
4.	Appointment of Shri Tripinder Singh Sahi as an Independent Director of the Company			

Place:

Date:

(Signature of the Shareholder)

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	nonil04@gmail.com
website	www.nuwaycare.in
Tel. No.	01762-644334

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

I hereby record my presence at 23rd Annual General Meeting of the company held on Saturday, the 29th day of September, 2018 at 03:45 p.m. p.m. at **Eagle Motel, G.T Road, Bye Pass, 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

BOARD'S REPORT

TO,

THE MEMBERS OF

NUWAY ORGANIC NATURALS INDIA LIMITED

The Directors of your company have pleasure in presenting the 23rd Annual Report together with Audited Accounts of the company for the financial year ended 31st March 2018.

FINANCIAL HIGHLIGHTS

	Standalone		(Rs. In Crores)
Particulars	2017-18		2016-17
Gross Income	0.45		17.39
Profit /Loss Before Interest and Depreciation	-1.38		-2.12
Finance Charges	2.64		2.78
Depreciation & Amortization Expenses	3.17		3.84
Profit /(-)Loss Before Tax	-7.19		-8.74
Provision for Tax	0.00		0.00
Net Profit/Loss After Tax	-7.19		-8.74
Profit/Loss carried to Reserve & Surplus Account	-7.19		-8.74

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Turnover of the stood at Rs. 0.45 crores only and the Company has suffered a loss to the tune of Rs. 7.19 crores as compared to the previous year turnover of Rs. 17.39 crores and a loss of Rs. 8.74 crores. The turnover of the Company is very low and the Company has suffered losses as the operations were closed due to financial constraints during the year and that the plant at Rajpura has been in default of interest/installments. The unit has been physically taken over by bank in terms of proceedings under SARFAESI Act. The Company is in the process to settle with Banks very soon and the Board expects to restart the operations.

ADOPTION OF IND AS

The Company has adopted Indian Accounting Standards (Ind AS) from 01st April, 2017 with the transition date of 01st April 2016 and accordingly, Annual Financial Statements for the year ended 31st March, 2018 have been prepared in accordance with the Accounting Standards as notified under Section 133 of the Companies Act, 2013. Figures for the year ended 31st March, 2017 have been restated as per Ind AS to make them comparable with the figures for the year ended 31st March, 2018.

CHANGE IN NATURE OF BUSINESS

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