

## 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.com](http://www.nuwaycare.com), Telephone: 01762-644334

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### NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Company will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 03:45 p.m. at Factory premises and 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, 2019 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. RE-APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATIONS**

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. Rajeev Pankaj & Associates, Chartered Accountants, Patiala (Firm Registration No. 033717N)** be and is hereby appointed as as Statutory Auditors of the Company for a period of five years from the financial year 2019-20 to 2023-24 and to hold office up to the conclusion of annual general meeting to be held in the year 2024 at such remunerations as may be mutually agreed between the Board of Directors of the Company and the auditors."

#### SPECIAL BUSINESS

#### **4. APPOINTMENT OF MR. HARPAL SINGH AS AN INDEPENDENT DIRECTOR**

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, **Mr. Harpal Singh (DIN- 05340752)**, 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 **14<sup>th</sup> November, 2018 up to 13<sup>th</sup> November, 2023.**"

#### **5. APPOINTMENT OF MR. PARVESH CHANDER SABHARWAL AS AN INDEPENDENT DIRECTOR**

And to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Special 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, **Mr. Parvesh Chander Sabharwal (DIN- 07785698)**, 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 29<sup>th</sup> April, 2019 up to 28<sup>th</sup> April, 2024.”

#### **6. APPOINTMENT OF MR. KUWARINDER SINGH AS A 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** pursuant to the provisions of Sections 149 (1) (b) and all other applicable provisions of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Kuwarinder Singh (DIN- 08070302)** who was appointed as additional Director of the Company on **30<sup>th</sup> December, 2018**, pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this annual general meeting be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

By order of the Board

For **NUWAY ORGANIC NATURALS INDIA LIMITED**

**DATE: 30.05.2019**

**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 28<sup>th</sup> day of September, 2019 to 30<sup>th</sup> day of September, 2019 (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 - Mr. Harpal Singh** was appointed as additional Director of the Company on 14<sup>th</sup> November, 2018 in Independent Director Category and he holds office up to the date of 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. 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 **Mr. Harpal Singh**, being the appointee.

**ITEM NO. 5 - Mr. Parvesh Chander Sabharwal** was appointed as additional Director of the Company on 29<sup>th</sup> April, 2019 in Independent Director Category and he holds office up to the date of 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. He is 76 years old and this resolution is put before shareholders to seek their approval by way of a **Special 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 **Mr. Parvesh Chander Sabharwal**, being the appointee.

**ITEM NO. 6 - Mr. Kuwarinder Singh** was appointed as additional Director of the Company on 30<sup>th</sup> December, 2018 in Promoter Category and he holds office up to the date of ensuing annual general meeting. It is proposed to appoint him as a Director on the Board. This resolution is put before shareholders to seek their approval by way of a **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 **Mr. Kuwarinder Singh**, being the appointee and Smt. Anchal Narang and Mr Manminder Singh Narang as relative.

#### **TIME SCHEDULE FOR E-VOTING PROCESS IS GIVEN BELOW**

- (a) Date and time of commencement of voting through electronic means: Friday, September 27, 2019 at 9.00 a. m.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: Sunday, September 29, 2019 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 Ravinder Kumar, Company Secretaries, Company Secretary in Practice

The e-voting module shall be disabled for voting on **Sunday, September 29, 2019** 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, 2019**.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER**

(i) The voting period begins on **27<sup>th</sup> September, 2019** and ends on **29<sup>th</sup> September, 2019**.

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 **Sunday, 23<sup>rd</sup> September, 2019**, 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.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.

(vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Dematerialised Form and Physical Form</b>
<b>PAN</b>	<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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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 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.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the < **NUWAY ORGANIC NATURALS INDIA LIMITED** > on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **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.**
- (xvii) **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.
- (xviii) 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).

#### ATTACHMENT

Name	Anchal Narang	Harpal Singh	PC Sabharwal	Kuwarinder Singh
Age	51	50	76	21
Brief Resume	Working as Director in the company for the last 9 years	Working as Director in the company for the last 6 months	Working as Director in the company for the last 1 months	Working as Director in the company for the last 5 months

Nature of his expertise in specific functional areas	Liquor, beverages, soft drinks and cosmetic industry	Liaison	Horticulture	Marketing
Date of first appointment on the Board,	23-07-2010	14-11-2018	29-04-2019	30-12-2018
Qualifications	Graduate	Graduate	P.G (Dr.)	Pursuing Graduation
Experience	12 years	5 years	More than 10 years	2 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	As per Company's policy on appointment of Board members.	As per Company's policy on appointment of Board members.	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 2018 -19)	Nil	Nil	Nil
Shareholding in the company held either himself or on a beneficial basis for any other persons	604000 equity shares of Rs.10/- each	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Related with Shri Manminder Singh Narang, CFO of the Company,	Nil	Nil	Related with Shri Manminder Singh Narang, CFO and Mrs. Anchal Narang, MD of the Company
The number of Meetings of the Board attended during the Year	12 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2018-19)	6 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2018-19)	NA – appointed after close of FY 2018-19	5 (for details please refer to the Corporate Governance Report, forming part of Annual Report 2018-19)
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	1. Three-N-Products Private Limited 2. Three-N-Construction Private Limited 3. Shivam Cool	1. Three-N-Products Private Limited 2. Shivam Cooldrinks Private Limited	1. Allied Agritech Private Limited 2. Greenhouse With Solar Power Llp	1. Three-N-Products Private Limited 2. Shivam Cooldrinks Private Limited 3.

	Drinks Private Limited			
Chairmanship/member of the Committees of Board of Directors of other Indian Public Companies	NIL	NIL	NIL	NIL

### 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.com">www.nuwaycare.com</a>
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 24<sup>th</sup> Annual General Meeting of the company to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 03:45 p.m. at Factory premises and registered office of the Company as above and at any adjournment thereof in respect of such resolutions as are indicated below:

		Vote For	Vote Against
Ordinary Business			
1.	Approval of Annual Accounts for the year ended 31.03.2019		
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 Mr. Harpal Singh as an Independent Director		
5.	Appointment of Mr. Parvesh Chander Sabharwal as an Independent Director		
6.	Appointment of Mr. Kuwarinder Singh as a Director		

Signed this..... day of..... 2019

Affix Revenue Stamp
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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- <a href="mailto:nonil04@gmail.com">nonil04@gmail.com</a> , website- <a href="http://www.nuwaycare.com">www.nuwaycare.com</a>
Tel. No. 01762-644334

24<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 03:45 p.m. at Factory premises and registered office of the Company situated at N. H. 1, Mile Stone 232, Delhi-Amritsar, Village Devi Nagar, 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 31.03.2019			
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 Mr. Harpal Singh as an Independent Director			
5.	Appointment of Mr. Parvesh Chander Sabharwal as an Independent Director			
6.	Appointment of Mr. Kuwarinder Singh as a Director			

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	<a href="mailto:nonil04@gmail.com">nonil04@gmail.com</a>
website	<a href="http://www.nuwaycare.com">www.nuwaycare.com</a>
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 24<sup>th</sup> Annual General Meeting of the company held on Monday, the 30<sup>th</sup> day of September, 2019 at 03:45 p.m. at Factory premises and registered office of the Company situated at 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