



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

Green  
Clean  
Planet



Registered Office :- NH-1, Milestone 232, Delhi-Amritsar, Village Devi Nagar, Tehsil Rajpura,  
District Patiala, Punjab - 140 401

Email :- nuway004@gmail.com | CIN : L22012PB1995PLC016755

To  
Listing Department,  
BSE LIMITED,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai

BSE Scrip Code: 531819

SUB: Submission of Postal Ballot Notice & Remote E-Voting

Dear Sir,

This is to inform you that the Company has issued Postal Ballot Notice dated 01 March 2024(Annexed) to transact the business mentioned in the enclosed notice.

In compliance with the MCA Circulars, th Company is sending this Postal Ballot Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Postal Ballot Notice.

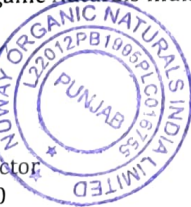
In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members.

The Board of Directors have appointed Mr. Suman Kumar Verma (proprietor of M/s SK VERMA & ASSOIATES) Practising Company Secretary, who has given the consent to act as the scrutinizer, for conducting the remote e-voting of this Postal Ballot process. The remote e-voting period commences on Sunday, March03, 2024 at 9.00 A.M. (IST) and end on Monday, April01, 2024 at 5.00 P.M. (IST) and the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date (i.e. Friday, February 23, 2024) are eligible to participate in the remote-evoting.

Kindly take the same on your record and display the same on the website of your Stock Exchange.

For Nuway Organic Naturals India Limited

  
Prabhjot Kaur  
Managing Director  
DIN: 05169160



Date: 01.03.2024

Place: New Delhi

**Correspondence Add. : 24 A, Shivaji Marg, Najafgarh Road, New Delhi-110015**

**Tel: +91-11-25118933-34**



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



Regd. Office/Site: NH-1, Milestone-232, Village Devi Nagar, Tehsil Rajpura,  
District Patiala, Punjab-140401 | Tel.+91-01762 644334

CIN: L22012PB1995PLC016755

Email :- nuway004@gmail.com Website : www.nuwaycare.com

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Sunday, 03 March 2024 at 9:00 AM	Monday, 01 April 2024 at 5:00 PM

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot only, by voting through electronic means ('**remote e-Voting**').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof ('**Statement**') is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Nuway Organic Naturals India Limited ('Company/Nuway') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, tenable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('**CDSL**') for the purpose of providing remote e-Voting facility to its Members.

The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.nuwarecare.com>

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent

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**Correspondence Add:** 24 A, Shivaji Marg, Najafgarh Road, New Delhi-110015  
Tel: +91-11-25118933-34

(AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on **Monday, April 01, 2024**.

The remote e-Voting facility will be disabled by CDSL immediately thereafter.

## **SPECIAL BUSINESS**

### **1. Appointment of Statutory Auditors of the Company to fill the casual vacancy caused by resignation of existing Auditors**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Audit Committee and Board of Directors of the company, M/s. Aneja Kamboj & Co. (New Auditor) Chartered Accountants (FRN.: 013748N), 787, NHBC, Sector 13, Karnal, Haryana be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J Mandal & Co. LLP, (old Auditor) Chartered Accountants (FRN.: 302100E/N500422), 27, First Floor, Babar Lane, Bengali Market, New Delhi 110001.

**RESOLVED FURTHER THAT** M/s. Aneja Kamboj & Co. (New Auditor) Chartered Accountants (FRN.: 013748N), 787, NHBC, Sector 13, Karnal, Haryana, be and are hereby appointed as Statutory Auditors of the Company from the date of passing this resolution and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 on such remuneration as may be fixed by the Board of Directors in consultation with them."

**RESOLVED FURTHER THAT** the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with the Registrar of Companies."

### **2. Appointment of Managing Director of the Company**

To consider, and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent be and is hereby accorded to the appointment of Ms. Prabhjot Kaur (DIN: 05169160) as Managing Director of the company for a period of 5 Years effective from 13<sup>th</sup> February 2024 to 12<sup>th</sup> February 2029, liable to retire by rotation, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution"

### **3. Reappointment of Mr. Harpal Singh as Independent Director**

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the (i) provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act (ii) the applicable provisions of the Articles of Association of the Company; (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (v) on the recommendation of the Nomination & Remuneration Committee ("NRC") and approval of the Board of Directors of the Company, Mr. Harpal Singh (DIN: 05340752), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. from February 13, 2024, to February 12, 2029.

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

For Nuway Organic Naturals India Limited

Prabhjot Kaur  
Managing Director  
DIN: 05169160

Date: 01.03.2024  
Place: New Delhi

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Beetal Financial And Computer Services Pvt Ltd, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, February 23, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note to this Notice.
5. The remote e-voting shall commence on **Sunday, March 3, 2024, at 9:00 a.m. (IST)** and shall end on **Monday, April 1, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for e-voting thereafter.
6. The Board of Directors has appointed Mr. Suman Kumar Verma (Membership No. FCS 7409, CP No. 24902) of M/s. SK Verma & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Monday, April 1, 2024, at 5:00 p.m. (IST)**.
10. Members may download the Notice from the website of the Company or from the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [nuwaycare.12@gmail.com](mailto:nuwaycare.12@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period **March 3, 2024 to April 1, 2024**.
13. **Process for Registration of e-mail addresses:**

### **CDSL e-Voting System – For Remote e-voting-Postal Ballot.**

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in

respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 relevant <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a 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) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 in the “Corporates” module.
  - 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 a 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; \_\_\_\_\_ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

The following Statement sets out all material facts relating to Resolution No. 1 to 3 mentioned in the accompanying Notice.

**Explanatory Statement to Item No. 1**

M/s. J. Mandal & Co., (Old Auditor), FRN: 302100E, Chartered Accountants, 27 First Floor, Bengali Market, New Delhi 110001 have tendered their resignation from the position of Statutory Auditors due to pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. Aneja Kamboj & Co, (New Auditor) Chartered Accountants, Firm Reg. No.013748N, 787, NHBC, Sector 13, Karnal, Haryana, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J. Mandal & Co., (Old Auditor), FRN: 302100E, Chartered Accountants, 27 First Floor, Bengali Market, New Delhi 110001. M/s. Aneja Kamboj & Co, (New Auditor) Chartered Accountants, Firm Reg. No.013748N, 787, NHBC, Sector 13, Karnal, Haryana have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The Board recommends the ordinary resolution set forth in this notice for the approval of Members.

**Explanatory Statement to Item No. 2**

Pursuant to Section 161 of the Companies Act, 2013, the Board, upon recommendation of the Nomination and Remuneration Committee, at its meeting held on February 13, 2024, appointed Ms. Prabhjot Kaur (DIN: 05169160) ("Ms. Kaur") as an Additional Director and was further designated as Managing Director of the Company in the same meeting for a term of five (5) years with effect from February 13, 2024 to February 12, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received from Ms. Kaur:

- (a) Consent in writing to act as director
- (b) Intimation to the effect that she is not disqualified under Section 164(2) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"),
- (c) She has also confirmed that she meets the criteria prescribed under Section 197 read with Part 1 of Schedule V including other applicable provisions of the Companies Act, 2013; and
- (d) Declaration pursuant to BSE Circular dated 20 June 2018, that she has not been debarred from holding office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, this resolution is being proposed to be passed by way of Postal Ballot. The Nomination and Remuneration Committee at its meeting held on 13 February 2024, recommended her appointment at nil remuneration to hold office as Managing Director for a period of five years w.e.f. 13 February 2024.

She shall not be eligible for any sitting fees or commission for attending the Board Meetings of the Board of Directors of the Company ("the Board") or committees thereof. The recommendation was approved by the Board of Directors at its meeting held on 13 February 2024. In addition to appoint her as Managing Director, it is also recommended to appoint her as Director liable to retire by rotation.

1. The terms and conditions of appointment of the Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required.
2. The above may be treated as an abstract as required under the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel, if any, and may also be regarded as a disclosure under Secretarial Standard on General Meetings ("SS-2") of the Institute of Companies Secretaries of India.

The other information required is given as follows:

I. GENERAL INFORMATION:

1. Nature of industry: Wine
2. Commencement of commercial production: 1995.
3. In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable
4. Financial High Lights:

**(Rs. In Lakh)**

Year	Total Revenue	PBT	PAT
2023	33.85	20.74	20.74
2022	1.00	(187.58)	(187.58)

Foreign Investment/collaboration: NIL

Shareholding of Non Residents: NIL

II. INFORMATION ABOUT MS. KAUR:

Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013, as applicable and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Prabhjot Kaur
DIN	05169160
Date of Birth & Age	28 October 1993, 30 Years
Date of Appointment	13 February 2024
Qualifications	LLB
Background details/Nature of expertise in specific functional area/Brief Resume	Ms. Kaur is a qualified Bachelor's degree in Law. Currently, she is a Director in Shivam Cool drinks Pvt Ltd. She is also practicing lawyer in delhi high court. She has joined the Board of Directors of the Company with effect from January 10, 2012.
Disclosure of relationship between directors interse	She is not directly related with any present Director.
Directorship in other listed companies	NIL
Chairmanship/ Membership of Committees of above-mentioned Companies	NIL
Shareholding in the Company	4,99,000 (5.21%)
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	N.A.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL
Past Remuneration / Remuneration last drawn	N.A.
Recognitions or awards	NIL
Job Profile and Suitability	Ms. Kaur has experience as Director in other Corporate including her experience in legal matter will add a lot to the Board.
Number of meetings of the Board of Directors attended during the year	N.A.
Listed entities from which Ms. Kaur has resigned in the past three years	NIL

### III. OTHER INFORMATION

Ms. Kaur belongs to the promoter group.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except Mr. Manminer Singh, CFO including other shareholders belonging to Promoter and promoter group.

The Board recommends the special resolution set forth in this notice for the approval of Members.

#### **Explanatory Statement to Item No. 3**

The Board at its meeting held on February 13, 2024, re-appointed Mr. Harpal Singh (DIN: 05340752) ("Mr. Singh") as an Independent Director of the Company for a term of five (5) years with effect from February 13, 2024 to February 12, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) consent in writing from Mr. Singh to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Iyer to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Singh. In the opinion of the Board, Mr. Singh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Singh skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Singh is eligible for appointment as an Independent Director.

Further, Mr. Singh has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Singh has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The resolution seeks the approval of members for the appointment of Mr. Singh as an Independent Director of the Company from February 13, 2024 to February 12, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Monday, April 01, 2024. The profile and specific areas of expertise of Mr. Singh and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Singh as Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel or their relatives except Mr. Singh to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

For Nuway Organic Naturals India Limited

Prabhjot Kaur  
Managing Director  
DIN: 05169160  
Date: 01.03.2024  
Place: New Delhi