



## NEWEVER TRADE WINGS LIMITED

formerly NEWEVER TRADE WINGS Limited  
CIN No. L14017, 2012PL.C181108

### NOTICE

**Notice** is hereby given that the Annual General Meeting of Newever Trade Wings Limited will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 02.00 P.M at Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vikrant Kayan (DIN No. 00761044), who retires by rotation and being eligible offers himself for re-appointment.
3. 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 Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. D. K. Chajjer & Co., Chartered Accountants (FRN : 304138E), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment by the members at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors / Audit Committee of the Company and the Auditors."

#### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** Mr. Akash Kumar (Din No. 06550023) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27<sup>th</sup> day of March, 2015 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provision of sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, approval of the company be and is hereby accorded to the appointment of Mr. Akash Kumar (Din No. 06550023), as a Managing Director of the Company, for a period of 3 (three) years with effect from March 27, 2015 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Akash Kumar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms & conditions from time to time."





## NEWEVER TRADE WINGS LIMITED

formerly, Newever Infrahomes Limited  
CIN No. L74999WB20012PLC181109

By Order of the Board  
**NEWEVER TRADE WINGS LIMITED**  
(Formerly, Newever Infrahomes Limited)

Registered Office  
238B, A.J.C Bose Road,  
Unit 4B, Fourth Floor,  
Kolkata-70002

Date: 04.09.2015  
Place: Kolkata



**VIKRANT KAYAN**

Director

Din No. 00761044

### NOTES:

- A. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- B. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 52(IV)(G)(i) of the SME Listing Agreements with the Stock Exchanges, are given in the Annexure to the Notice.
- C. The Register of the Members & Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> day of September, 2015 to Wednesday, 30<sup>th</sup> day of September, 2015 (both days inclusive).
- D. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
- E. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- F. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.
- G. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
- H. Members are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent M/s Adroit Corporate Services Pvt. Ltd. Having their registered office at 19/20 Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai – 400 059 by quoting their Folio Number(s).
- I. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).



## NEWEVER TRADE WINGS LIMITED

formerly, Newever Industries Limited  
CIN No. L7499\$WB2012PLC181108

- J. The annual report of the Company circulated to the members of the Company will be made available on the Company's website at [www.newever.in](http://www.newever.in). The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during the normal business hours on working days. Members having any query may write to us at [investors@newever.in](mailto:investors@newever.in).
- K. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to our Registrar & Share Transfer Agent.
- L. Please note that as per the notification of SEBI, the Company's shares are under compulsory Demat trading, for all the investors. You are therefore requested to Demat your shareholding to avoid any inconvenience in future.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NOS. 4 and 5

Mr. Akash Kumar was appointed as an Additional, Managing Director of the Company by the Board of Directors at their meeting held on March 27, 2015, subject to recommendation by Nomination and Remuneration Committee at their meeting held on March 27, 2015. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

The terms and conditions of appointment of Mr. Akash Kumar are given below:

**A. Tenure of Appointment:**

The appointment of the Executive Director (Akash Kumar) is for a period of three years with effect from March 27, 2015.

**B. Remuneration:**

Basic Salary (Rs.)	Perquisites and allowances (Rs.)	Total (Rs.)
120000.00	60000.00	180,000.00

**D. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

### DISCLOSURES AS REQUIRED SCHEDULE V PART II SECTION II-PARAGRAPH B (IV)

#### GENERAL INFORMATION

- (1) **Nature of Industry:** Trading in iron and steel
- (2) **Date or expected date of commencement of commercial production:** N.A





## NEWEVER TRADE WINGS LIMITED

formerly, Newever Enterprises Limited

CIN No. L74999WB2012PLC181108

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last five years:

Amt in Rs.

Financial Parameters	Financial Year		
	2014-2015	2013-2014	2012-2013
Total Revenue	69,05,27,474	93,21,31,792	102,728,132.25
Net Profits under Section 198 of the Companies Act, 2013	1,07,787	3,14,710	556,630.85
Net profit after tax as per Statement of Profit and Loss	5,26,869	(6,45,241)	384,635.85

(5) Foreign Investments or collaborations, if any.: None

### INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Mr. Akash Kumar has five years of experience in trading, and other related activities. His area of specialization includes Accounts, Finance Management, Corporate Management, Business valuation and Corporate Governance. He has strong execution capabilities and is adept at innovation, team building and leadership.

Mr. Akash Kumar attained the age of 27 years on 30/04/1988. As per the provisions of Section 196 read with Schedule V-Part I-Clause (c), approval of the Central Government is not required in case the appointment and remuneration is approved by the Shareholders by Special Resolution in the General Meeting.

(2) Past remuneration:

Year	Salary	Perquisites	Commission	Others (P.F.)	Total
2012-2013	-	-	-	-	-
2013-2014	-	-	-	-	-
2014-2015	-	-	-	-	-

(3) Recognition or Awards: NIL

(4) Job profile and his suitability:

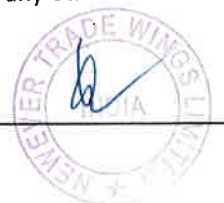
Mr. Akash Kumar shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Considering his qualification, vast experience of the business in which the Company operates, the remuneration proposed is justified. Considering education and experience of Mr. Akash Kumar, his appointment on the Board as Managing Director would help the Company for future growth and expansion.

(5) Remuneration proposed: Mentioned in the Explanatory Statement elsewhere.

(6) Comparative remuneration profile: The remuneration being paid to him is most reasonable considering the size of the Company, the type of industry and his position and profile.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides the remuneration being paid to him as Managing Director, he does not have any other pecuniary relationship with the company or any other managerial personnel.





## NEWEVER TRADE WINGS LIMITED

formerly, Newever Infrathomes Limited  
GIN No. L74995W42012PLC181106

The terms set out in the resolution and Statement pursuant to section 102 of the Companies Act, 2013 may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013.

The Board is of the opinion that the Appointment of Mr. Akash Kumar, if made, will prove beneficial for the development and growth of the Company. The Board recommends the resolution as set out in the Notice for the consideration and approval of the members at the Annual General Meeting.

Except Mr. Akash Kumar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

By Order of the Board  
**NEWEVER TRADE WINGS LIMITED**  
(Formerly, Newever Infrathomes Limited)

Registered Office  
238B, A.J.C Bose Road,  
Unit 4B, Fourth Floor,  
Kolkata-700020

Date: 04.09.2015  
Place: Kolkata

**VIKRANT KAYAN**  
Director  
Din No. 00761044

### Details of the directors seeking re-appointment / appointment at the Forthcoming Annual General Meeting

NAME OF THE DIRECTOR	MR. VIKRANT KAYAN	MR. AKASH KUMAR
Din No.	00761044	06550023
Date of Birth	23.08.1973	30.04.1988
Date of Appointment	23.05.2012	27.03.2015
Expertise in specific functional areas	More than 18 Years of Experience in various businesses like Trading & Manufacturing of Jute, Tea, Iron & Steel.	Five years of experience in trading, and other related activities
Qualifications	B. Com	B. Com
Directorships held in other companies	1. Trinity Tradelink Limited (formerly Omnitech Petroleum Limited) 2. Agnes Packaging Pvt Ltd 3. Aakooti Barter Pvt. Ltd. 4. Jobtrack Vyapaar Pvt Ltd 5. Dunhil Trader Private Limited 6. Dunhil Realtors Private Limited 7. Dunhil Healthcare Private Limited 8. V S Hi-Rise Private Limited 9. Alfred Beverages Private Limited	1. Avid Interiors Private Limited 2. Avid India Business Solutions Private Limited 3. Smack It Food & Beverages Private Limited
Committee position held in other companies	Member of Audit Committee & Stakeholders Relationship Committee in Trinity Tradelink Limited (Formerly, Omnitech Petroleum Limited)	None
No. of shares held by Non-Executive Directors	17480	-